

HUB GROUP INC  
Form 4  
February 16, 2006

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EPPE GARY D

(Last) (First) (Middle)

3050 HIGHLAND  
PARKWAY, SUITE 100

(Street)

DOWNS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
HUB GROUP INC [HUBG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount<br>or<br>(D)                                                                                                | Price                                                                   |                                                                   |
| Class A<br>Common<br>Stock            | 02/14/2006                              |                                                             | M                                       |                                                                         | 16,000                                                                                                             | A \$ 2.83                                                               | 36,991 <sup>(1)</sup> D                                           |
| Class A<br>Common<br>Stock            | 02/14/2006                              |                                                             | S                                       |                                                                         | 2,000                                                                                                              | D \$<br>43.2587                                                         | 34,991 <sup>(1)</sup> D                                           |
| Class A<br>Common<br>Stock            | 02/14/2006                              |                                                             | S                                       |                                                                         | 300                                                                                                                | D \$<br>43.2687                                                         | 34,691 <sup>(1)</sup> D                                           |
| Class A<br>Common                     | 02/14/2006                              |                                                             | S                                       |                                                                         | 100                                                                                                                | D \$<br>43.2786                                                         | 34,591 <sup>(1)</sup> D                                           |

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Stock

|                            |            |   |       |   |               |                       |   |
|----------------------------|------------|---|-------|---|---------------|-----------------------|---|
| Class A<br>Common<br>Stock | 02/14/2006 | S | 200   | D | \$<br>43.2887 | 34,391 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.3786 | 34,291 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 1,300 | D | \$<br>43.4087 | 32,991 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 401   | D | \$<br>43.4387 | 32,590 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 200   | D | \$<br>43.4687 | 32,390 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 400   | D | \$<br>43.4787 | 31,990 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 200   | D | \$<br>43.4987 | 31,790 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.5186 | 31,690 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 500   | D | \$<br>43.5287 | 31,190 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 500   | D | \$<br>43.5387 | 30,690 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 199   | D | \$<br>43.5586 | 30,491 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 1,000 | D | \$<br>43.5887 | 29,491 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.6186 | 29,391 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 700   | D | \$<br>43.6287 | 28,691 <sup>(1)</sup> | D |

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|                            |            |   |       |   |               |                       |   |
|----------------------------|------------|---|-------|---|---------------|-----------------------|---|
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.6386 | 28,591 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.6786 | 28,491 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 1,400 | D | \$<br>43.6887 | 27,091 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.6986 | 26,991 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 1,900 | D | \$<br>43.6987 | 25,091 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.7086 | 24,991 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 200   | D | \$<br>43.7186 | 24,791 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 400   | D | \$<br>43.7287 | 24,391 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 100   | D | \$<br>43.7386 | 24,291 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 200   | D | \$<br>43.7486 | 24,091 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 400   | D | \$<br>43.7587 | 23,691 <sup>(1)</sup> | D |
| Class A<br>Common<br>Stock | 02/14/2006 | S | 200   | D | \$<br>43.8086 | 23,491 <sup>(1)</sup> | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code V (A) (D)                       |                                                                                                              | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>or<br>Number<br>of Shares                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 2.83                                                            | 02/14/2006                              |                                                             | M                                    | 16,000                                                                                                       | 12/10/2005 12/10/2012                                          | Class A<br>Common Stock 16,000                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |         |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                               | Director      | 10% Owner | Officer | Other |
| EPPEN GARY D<br>3050 HIGHLAND PARKWAY<br>SUITE 100<br>DOWNERS GROVE, IL 60515 | X             |           |         |       |

## Signatures

/s/ Gary D. Eppen 02/16/2006

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 5,691 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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