HUB GROUP INC
Form 4
May 15, 2006

FORM 4

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

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

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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Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PIZZUTO TERRI

(Last) (First) (Middle)

3050 HIGHLAND PARKWAY, SUITE 100

(Street)

DOWNERS 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)
05/12/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP Finance

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/12/2006		M		7,000	A	$ 4.85	34,301 (1)	D	
Class A Common Stock	05/12/2006		S		1,000	D	$ 47.84	33,301 (1)	D	
Class A Common Stock	05/12/2006		S		1,000	D	$ 47.99	32,301 (1)	D	
Class A Common	05/12/2006		S		900	D	$ 48.01	31,401 (1)	D	

Stock								
Class A Common Stock	05/12/2006		S	208	D	$ 48.02	31,193 (1)	D
Class A Common Stock	05/12/2006		S	1,100	D	$ 48.03	30,093 (1)	D
Class A Common Stock	05/12/2006		S	300	D	$ 48.04	29,793 (1)	D
Class A Common Stock	05/12/2006		S	192	D	$ 48.08	29,601 (1)	D
Class A Common Stock	05/12/2006		S	1,700	D	$ 48.09	27,901 (1)	D
Class A Common Stock	05/12/2006		S	600	D	$ 48.1	27,301 (1)	D
Class A Common Stock	05/13/2006		F	288 (2)	D	$ 47.64	27,013 (3)	D

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	$ 4.85	05/12/2006		M			7,000	07/02/2005	07/02/2012	Class A Common	7,000	

(Right to Buy)	Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIZZUTO TERRI 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60515			VP Finance	

Signatures

/s/ Terri Pizzuto	05/15/2006
**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) 15,979 of the shares of Class A Common Stock were restricted stock subject to vesting requirements.

(2) Disposition of shares to satisfy withholding tax obligations with respect to 728 shares on which restrictions lapsed as of 5-13-2006.

(3) 15,251 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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