

HUB GROUP INC  
Form 4  
May 18, 2005

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**YEAGER DAVID P**

(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)  
**05/16/2005**

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)

Vice Chairman and CEO

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 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 Ownership (Instr. 4)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-------------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                     |
| Class A Common Stock            | 05/16/2005                           |  | S                              | 8,461 D   | \$ 27.35 38,333 <sup>(1)</sup>  | I  | By Phillip D. Yeager 1994 GST Trust |
| Class A Common Stock            | 05/16/2005                           |  | S                              | 7,501 D   | \$ 27.25 30,832   | I  | By Phillip D. Yeager 1994 GST Trust |
| Class A Common Stock            | 05/16/2005                           |  | S                              | 2,500 D   | \$ 27.3 28,332  | I  | By Phillip D. Yeager 1994 GST Trust |

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|                            |            |   |       |   |             |                       |   |  |
|----------------------------|------------|---|-------|---|-------------|-----------------------|---|--|
| Class A<br>Common<br>Stock | 05/16/2005 | S | 1,667 | D | \$<br>27.29 | 26,665                | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/16/2005 | S | 1,667 | D | \$<br>27.27 | 24,998                | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/16/2005 | S | 9,166 | D | \$<br>27.26 | 15,832                | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 5,000 | D | \$<br>27.15 | 10,832                | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 3,333 | D | \$ 27.1     | 7,499                 | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 833   | D | \$<br>27.12 | 6,666                 | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 1,667 | D | \$<br>27.13 | 4,999                 | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 1,667 | D | \$ 27.2     | 3,332                 | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 833   | D | \$<br>27.25 | 2,499                 | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 833   | D | \$<br>27.29 | 1,666                 | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
| Class A<br>Common<br>Stock | 05/17/2005 | S | 1,666 | D | \$<br>27.35 | 0                     | I | By Phillip<br>D. Yeager<br>1994 GST<br>Trust |
|                            |            |   |       |   |             | 91,110 <sup>(2)</sup> | D |  |

Class A  
Common  
Stock

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

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(9-02)

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| YEAGER DAVID P<br>3050 HIGHLAND PARKWAY<br>SUITE 100<br>DOWNERS GROVE, IL 60515 | X             |           | Vice Chairman and CEO |       |

## Signatures

/s/ David P. Yeager 05/18/2005

\*\*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) On May 11, 2005, the Company issued its previously declared stock dividend of one share of Class A Common Stock on each share of Class A Common Stock and each share of Class B Common Stock issued and outstanding on the record date of May 4, 2005. As a result,

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the Phillip D. Yeager 1994 GST Trust received 46,794 shares of Class A Common Stock.

- (2) 43,734 of the shares of Class A Common Stock are restricted stock subject to vesting requirements. In addition, Mr. Yeager received 45,555 shares of Class A Common Stock as a result of the Company's stock dividend issued on May 11, 2005.

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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