

HUB GROUP INC
Form 4
July 26, 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 *
WHITE THOMAS M

(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)
07/25/2005

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)
Senior VP, CFO and Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	07/25/2005		M		20,000 A \$ 4.85	55,560 ⁽¹⁾	D
Class A Common Stock	07/25/2005		M		4,500 A \$ 3.65	60,060 ⁽¹⁾	D
Class A Common Stock	07/25/2005		S		10,500 D \$ 30.82	49,560 ⁽¹⁾	D
Class A Common	07/25/2005		S		8,000 D \$ 31.09	41,560 ⁽¹⁾	D

Stock

Class A
Common Stock 07/25/2005 S 6,000 D \$ 31.08 35,560 ⁽¹⁾ D

Class A
Common Stock 3,557.473 I By 401(k)
Plan

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.

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.85	07/25/2005		M	20,000	⁽²⁾ 07/02/2012	Class A Common Stock	20,000 ⁽³⁾	
Stock Option (Right to Buy)	\$ 3.65	07/25/2005		M	4,500	⁽⁴⁾ 10/29/2012	Class A Common Stock	4,500 ⁽³⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE THOMAS M 3050 HIGHLAND PARKWAY SUITE 100 DOWNS GROVE, IL 60515			Senior VP, CFO and Treasurer	

Signatures

/s/ Thomas M.
White

07/25/2005

__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) 28,195 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.
- (2) The option vests over 3 years. Mr. White can exercise the option as follows: 20,000 shares on 7-2-2003, 20,000 shares on 7-2-2004, and 20,000 shares on 7-2-2005.

On May 11, 2005, the Company issued its previously declared stock dividend of one share of Class A Common Stock on each share of
- (3) Class A Common Stock and each share of Class B Common Stock issued and outstanding on the record date of May 4, 2005. All option totals, share totals, exercise prices and other figures listed herein have been restated to reflect post-stock dividend figures.
- (4) The option vests over 3 years. Mr. White can exercise the option as follows: 3,334 shares on 10-24-2003, 3,333 shares on 10-29-2004, and 3,333 shares on 10-29-2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.