PACER INTERNATIONAL INC

Form 4 March 07, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Last)

(Instr. 3)

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person * GRASSI ROBERT J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol PACER INTERNATIONAL INC

[PACR]

(Check all applicable)

(Middle)

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

03/05/2014

X_ Director Officer (give title below)

10% Owner Other (specify

C/O PACER INTERNATIONAL. INC., 6805 PERIMETER DRIVE

(First)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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

DUBLIN, OH 43016

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4)

\$0

Α

Common 03/05/2014 Code V Amount Price (D) 6,167

70,459

D

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

A

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

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GRASSI ROBERT J C/O PACER INTERNATIONAL, INC. 6805 PERIMETER DRIVE DUBLIN, OH 43016



Signatures

/s/ Dana G. Welcker, attorney in fact 03/07/2014

**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).

These shares were awarded as restricted stock under the Pacer International, Inc. 2012 Omnibus Incentive Plan. 100% of the shares will vest on March 5, 2015, subject to the director's continued service on that date and acceleration pursuant to the merger agreement with

(1) vest on March 5, 2015, subject to the director's continued service on that date and acceleration pursuant to the merger agreement with XPO Logistics, Inc.

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.

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