

HUB GROUP INC
Form 4
May 15, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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
 Officer (give title below) Other (specify below)
VP Finance

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | 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 |

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| | | | | | | | | |
|----------------------------|------------|--|---|--------------------|---|-------------|-----------------------|---|
| 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.

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)

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 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. 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.