

HUB GROUP INC

Form 4

August 24, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YEAGER PHILLIP C

(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)
08/23/2006

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)

Chairman

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	08/23/2006		S		2,500	D \$ 23.68	255,766 ⁽¹⁾ D
Class A Common Stock	08/23/2006		S		200	D \$ 23.63	255,566 ⁽¹⁾ D
Class A Common Stock	08/23/2006		S		300	D \$ 23.62	255,266 ⁽¹⁾ D
Class A Common	08/23/2006		S		2,000	D \$ 23.61	253,266 ⁽¹⁾ D

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Stock

Class A Common Stock	08/23/2006	S	2,500	D	\$ 23.59	250,766 ⁽¹⁾	D
Class A Common Stock	08/23/2006	S	100	D	\$ 23.49	250,666 ⁽¹⁾	D
Class A Common Stock	08/23/2006	S	200	D	\$ 23.47	250,466 ⁽¹⁾	D
Class A Common Stock	08/23/2006	S	2,200	D	\$ 23.45	248,266 ⁽¹⁾	D
Class A Common Stock	08/23/2006	S	2,500	D	\$ 23.4	245,766 ⁽¹⁾	D
Class A Common Stock	08/23/2006	S	5,000	D	\$ 23.36	240,766 ⁽¹⁾	D
Class A Common Stock	08/23/2006	S	2,500	D	\$ 23.34	238,266 ⁽¹⁾	D
Class A Common Stock						2,000	I
Class B Common Stock						98,362 ⁽²⁾	D

By Wife

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)	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YEAGER PHILLIP C 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60515	X		Chairman	

Signatures

/s/ Phillip C.
Yeager

08/24/2006

**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) 14,134 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of

(2) Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

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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