

SAIA INC  
Form 4  
December 09, 2016

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

OMB APPROVAL

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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 \*  
ODELL RICHARD D

(Last) (First) (Middle)  
11465 JOHNS CREEK PARKWAY,  
SUITE 400  
(Street)

JOHNS CREEK, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SAIA INC [SAIA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2016

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)

President & CEO of Saia

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   |  |                                   |
| Common Stock                    | 12/07/2016                           |  | M                              | 16,680  | A \$ 27.28  | 46,211.5   | D                                 |
| Common Stock                    | 12/07/2016                           |  | S                              | 16,680  | D \$ 46.817   | 29,531.5   | D                                 |
| Common Stock                    | 12/08/2016                           |  | M                              | 29,205  | A \$ 27.28  | 58,736.5   | D                                 |
| Common Stock                    | 12/08/2016                           |  | S                              | 29,205  | D \$ 46.808   | 29,531.5   | D                                 |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Stock Options (Right to Buy)               | \$ 27.28   | 12/07/2016                           |  | M                              | 16,680  | 04/30/2016 04/29/2020                                    | Common Stock 16,680   |
| Stock Options (Right to Buy)               | \$ 27.28   | 12/08/2016                           |  | M                              | 29,205  | 04/30/2016 04/29/2020                                    | Common Stock 29,205   |
| Phantom Stock                              | <u>(1)</u>   |                                      |  |                                |   | <u>(2)</u> <u>(3)</u>                                    | Common Stock 48,139.8   |
| Stock Options (Right to Buy)               | \$ 31.5  |                                      |  |                                |   | 02/04/2017 02/03/2021                                    | Common Stock 39,600   |
| Stock Options (Right to Buy)               | \$ 43.01   |                                      |  |                                |   | 02/03/2018 02/03/2022                                    | Common Stock 41,950   |
| Stock Options (Right to Buy)               | \$ 27.45   |                                      |  |                                |   | 02/08/2019 02/08/2023                                    | Common Stock 73,740   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other  
President & CEO of Saia

ODELL RICHARD D  
11465 JOHNS CREEK PARKWAY, SUITE 400  
JOHNS CREEK, GA 30097

## Signatures

/s/ Stephanie R.  
Maschmeier

12/09/2016

  \*\*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) The conversion rate of this derivative security on December 7, 2016 is 1.2036 resulting in 57,940.07 shares of common stock (underlying security in column 7).
  - (2) Immediate
  - (3) The shares of phantom stock become payable in the Company's common stock upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.

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