

ODELL RICHARD D

Form 4

March 07, 2012

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

(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)
03/05/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

President & CEO of Saia

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock			Code	V Amount (D) Price	90,351	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)

Edgar Filing: ODELL RICHARD D - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock	\$ 0 ⁽⁴⁾	03/05/2012		I		716.622		<u>(2)</u>	<u>(3)</u>	Common Stock	716.622
Stock Options (Right to Buy)	\$ 12.1							02/02/2013	02/01/2017	Common Stock	22,300
Stock Options (Right to Buy)	\$ 4.363							10/25/2002	10/25/2010	Common Stock	0
Stock Options (Right to Buy)	\$ 4.123							12/15/2002	12/15/2009	Common Stock	0
Stock Options (Right to Buy)	\$ 4.62							04/21/2003	04/21/2009	Common Stock	0
Stock Options (Right to Buy)	\$ 23							02/03/2008	02/02/2012	Common Stock	5,800
Stock Options (Right to Buy)	\$ 27.38							01/28/2009	01/27/2013	Common Stock	9,500
Stock Options (Right to Buy)	\$ 26.72							02/02/2010	02/01/2014	Common Stock	11,700
Stock Options (Right to Buy)	\$ 26.72							02/02/2010 ⁽¹⁾	02/01/2017	Common Stock	19,900
Stock Options (Right to Buy)	\$ 14.71							02/01/2011	01/31/2015	Common Stock	26,000

Buy)

Stock

Options \$ 11.96
(Right to Buy)

02/03/2012

02/02/2016

Common
Stock

22,4

Stock

Options \$ 16.39
(Right to Buy)

05/02/2014

05/01/2018

Common
Stock

19,7

Stock

Options \$ 16.5
(Right to Buy)

02/02/2015

02/02/2019

Common
Stock

35,3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

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

President & CEO of Saia

Signatures

/s/ Stephanie R.
Maschmeier

03/07/2012

__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 options vest one-third in year three, one-third in year four and one-third in year five.

(2) Immediate

(3) The shares of phantom stock become payable, in stock, upon reporting person's termination of service as an employee

(4) Conversion rate of this derivative security on March 5, 2012 is 0.8470 resulting in 35,812.87 shares of common stock (underlying security in column 7).

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.