

CELADON GROUP INC
Form 4
August 20, 2014

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 *
Russell Jonathan Scott

(Last) (First) (Middle)
ONE CELADON DRIVE, 9503
EAST 33RD STREET
(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CELADON GROUP INC [CGI]

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2014

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 of Subsidiary

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/18/2014 | | M | | 18,900 | A | \$ 12.8089 |
| Common Stock | 08/18/2014 | | M | | 25,000 | A | \$ 8.67 |
| Common Stock | 08/18/2014 | | M | | 36,000 | A | \$ 9.86 |
| Common Stock | 08/18/2014 | | S | | 6,000 | D | \$ 21.54 |
| Common Stock | 08/18/2014 | | S | | 1,700 | D | \$ 21.63 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------------------|--------------|-------------------|
| Common Stock | 08/19/2014 | S | 2,317 | D | \$ 21.48 | 270,200 <u>(1)</u> | D <u>(1)</u> | |
| Common Stock | 08/19/2014 | S | 14,983 | D | \$ 21.51 | 255,217 <u>(1)</u> | D <u>(1)</u> | |
| Common Stock | 08/19/2014 | S | 7,331 | D | \$ 21.52 | 247,886 <u>(1)</u> | D <u>(1)</u> | |
| Common Stock | 08/20/2014 | S | 13,971 | D | \$ 21.25 | 233,915 <u>(1)</u> | D <u>(1)</u> | |
| Common Stock | 08/20/2014 | S | 10,387 | D | \$ 21.34 | 223,528 <u>(1)</u> | D <u>(1)</u> | |
| Common Stock | 08/20/2014 | S | 329 | D | \$ 21.4 | 223,199 <u>(1)</u> | D <u>(1)</u> | |
| Common Stock | | | | | | 2,912 | I <u>(2)</u> | By Son <u>(2)</u> |
| Common Stock | | | | | | 2,575 | I <u>(2)</u> | By Son <u>(2)</u> |

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.

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right-to-Buy) | \$ 12.8089 | 08/18/2014 | | M | 18,900 | <u>(3)</u> | 01/12/2016 | Common Stock | 18,900 |
| Employee Stock Option (Right-to-Buy) | \$ 8.67 | 08/18/2014 | | M | 25,000 | <u>(4)</u> | 10/26/2017 | Common Stock | 25,000 |
| Employee Stock Option (Right-to-Buy) | \$ 9.86 | 08/18/2014 | | M | 36,000 | <u>(5)</u> | 01/26/2020 | Common Stock | 36,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Russell Jonathan Scott ONE CELADON DRIVE 9503 EAST 33RD STREET INDIANAPOLIS, IN 46235 | | | President of Subsidiary | |

Signatures

/s/ Jonathan Scott Russell, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA
previously filed with the SEC

08/20/2014

__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).
- (1) The shares of the Issuer's Common Stock are owned jointly with the reporting person's spouse, except for any unvested restricted shares.
- (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The option to purchase 18,900 shares of Issuer's common stock became exercisable in increments of twenty-five percent (25%) on each of 01/12/2007, 01/12/2008, 01/12/2009, and 01/12/2010.
- (4) The option to purchase 25,000 shares of Issuer's common stock became exercisable in increments of twenty-five percent (25%) on each of 10/26/2008, 10/26/2009, 10/26/2010, and 10/26/2011.
- (5) The option to purchase 36,000 shares of Issuer's common stock became exercisable in increments of twenty-five percent (25%) on each of 01/26/2011, 01/26/2012, 01/26/2013, and 01/26/2014.

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.