

HUB GROUP INC
Form 4
November 02, 2004

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 *
SLARK MARTIN P

(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)
10/29/2004

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)

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 Beneficial (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	10/29/2004		X	8,000 A	\$ 14	27,560 ⁽¹⁾	D
Class A Common Stock	10/29/2004		X	12,000 A	\$ 18.75	27,560 ⁽¹⁾	D
Class A Common Stock	10/29/2004		S	20,000 D	\$ 39	7,560 ⁽²⁾	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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14	10/29/2004		X	8,000	⁽³⁾ 03/12/2006	Class A Common Stock	8,000
Stock Option (Right to Buy)	\$ 18.75	10/29/2004		X	12,000	⁽⁴⁾ 12/10/2009	Class A Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SLARK MARTIN P 3050 HIGHLAND PARKWAY SUITE 100 DOWNS GROVE, IL 60515	X			

Signatures

/s/ Martin P. Slark 11/02/2004

**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) This total reflects a simultaneous cashless exercise of two different classes of options (for a total of 20,000 shares of Class A Common Stock).

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- 3,650 of the total shares of Class A Common Stock were part of a restricted stock grant subject to vesting requirements. The restricted stock grant was approved by the Board of Directors of Hub Group, Inc. on December 3, 2003, subject to shareholder approval of an amendment to the Hub Group, Inc. 2003 Long-Term Incentive Plan under which the grant was made. Hub Group's shareholders approved the plan on May 13, 2004.
- (2)
- (3) The option vests over 3 years. Mr. Slark can exercise the option as follows: 4,000 shares on 3/12/1997, 4,000 shares on 3/12/1998 and 4,000 shares on 3/12/1999.
- (4) The option vests over 3 years. Mr. Slark can exercise the option as follows: 4,000 shares on 12/10/2000, 4,000 shares on 12/10/2001 and 4,000 shares on 12/10/2002.

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.