

EGL INC
Form 3
January 22, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Winters Keith William | | (Month/Day/Year) | EGL INC [EAGL] | |
| (Last) | (First) | (Middle) | 01/22/2007 | |
| 15350 VICKERY DRIVE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HOUSTON,Â TXÂ 77032 | | ___ Director ___ 10% Owner | | __X__ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | ___ Officer __X__ Other (specify below) | |
| | | See Remarks | | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,336 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|------------|------------|-----------------|--------|-----------|-------------------|---|
| Employee Stock Options (Right to Buy) | 10/01/2006 | 10/01/2008 | Common Stock | 400 | \$ 8.875 | D | Â |
| Employee Stock Options (Right to Buy) | Â (1) | 11/04/2010 | Common Stock | 9,000 | \$ 16.41 | D | Â |
| Employee Stock Options (Right to Buy) | Â (2) | 12/12/2010 | Common Stock | 9,000 | \$ 18.3 | D | Â |
| Employee Stock Options (Right to Buy) | Â (3) | 12/30/2012 | Common Stock | 20,000 | \$ 37.29 | D | Â |
| Employee Stock Options (Right to Buy) | Â (4) | 10/09/2009 | Common Stock | 6,000 | \$ 12.675 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Winters Keith William 15350 VICKERY DRIVE HOUSTON, TX 77032 | Â | Â | Â | See Remarks |

Signatures

/s/ Keith William
Winters

01/22/2007

**Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 option became exercisable in equal 3,000 share increments annually beginning on 11/4/06. 6,000 shares remain unvested and will become exercisable in equal increments on 11/4/07 and 11/4/08.
- (2) the option became exercisable in equal 3,000 share increments annually beginning on 12/12/06. 6,000 shares remain unvested and will become exercisable in equal increments on 12/12/07 and 12/12/08.
- (3) The options will vest in three equal installments beginning on the date the Company issues its Annual Report for the fiscal year ending December 31, 2006. The second and third installments will be December 30, 2007 and December 30, 2008, respectively.
- (4) the option became exercisable in equal 3,000 share increments annually beginning on 10/9/06. 3,000 shares remain unvested and will become exercisable on 10/9/07.

Â

Remarks:

Member of a 13(d) group owning more than 10%

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.