

YEAGER PHILLIP C
Form 4
April 27, 2006

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
YEAGER PHILLIP C

(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)
04/25/2006

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)
Chairman

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 or Price		
Class A Common Stock	04/25/2006		M		16,000 A \$ 2.6	101,202 ⁽¹⁾	D
Class A Common Stock	04/25/2006		S		3,000 D \$ 47.5	98,202 ⁽¹⁾	D
Class A Common Stock	04/25/2006		S		1,000 D \$ 47.51	97,202 ⁽¹⁾	D
Class A Common	04/25/2006		S		1,800 D \$ 47.55	95,402 ⁽¹⁾	D

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Stock									
Class A Common Stock	04/25/2006	S	200	D	\$ 47.56	95,202 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	1,000	D	\$ 47.6	94,202 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	1,000	D	\$ 47.76	93,202 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	700	D	\$ 47.77	92,502 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	100	D	\$ 47.78	92,402 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	2,000	D	\$ 47.79	90,402 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	2,100	D	\$ 47.8	88,302 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	100	D	\$ 47.82	88,202 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	75	D	\$ 47.92	88,127 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	2,625	D	\$ 47.95	85,502 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	S	300	D	\$ 47.96	85,202 ⁽¹⁾	D		
Class A Common Stock	04/25/2006	G V	4,000	D	\$ 0	81,202 ⁽¹⁾	D		
Class A Common Stock						1,000	I	By Wife	
Class B Common Stock						98,362 ⁽²⁾	D		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 2.6	04/25/2006		M	16,000	12/16/2005 12/16/2012	Class A Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YEAGER PHILLIP C 3050 HIGHLAND PARKWAY SUITE 100 DOWNS GROVE, IL 60515	X		Chairman	

Signatures

/s/ Phillip C. Yeager 04/27/2006

__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) 7,067 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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