

ODELL RICHARD D  
Form 4  
February 11, 2013

**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 \*  
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)  
02/07/2013

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 & CEO of Saia

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |  |
| Common Stock                    | 02/07/2013                           |  | A                              |   | 26,980<br>(1)<br>\$ 27.05   | A  | 102,331 D                                  |
| Common Stock                    | 02/07/2013                           |  | F                              |   | 11,696<br>(2)<br>\$ 27.05   | D  | 90,635 D                                   |
| Common Stock                    | 02/07/2013                           |  | F                              |   | 7,370<br>(3)<br>\$ 27.05  | D  | 83,265 D                                   |

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

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**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Right to Buy)               | \$ 12.1  |                                      |  |                                |   | 02/02/2013   | 02/01/2017  | Common Stock | 22,360                     |
| Phantom Stock                              | \$ 0 <sup>(4)</sup>                                    |                                      |  |                                |   | <sup>(5)</sup>   | <sup>(6)</sup>  | Common Stock | 42,282.41 <sup>(4)</sup>   |
| Stock Options (Right to Buy)               | \$ 23  |                                      |  |                                |   | 02/03/2008   | 02/02/2012  | Common Stock | 5,880                      |
| Stock Options (Right to Buy)               | \$ 27.38   |                                      |  |                                |   | 01/28/2009   | 01/27/2013  | Common Stock | 9,560                      |
| Stock Options (Right to Buy)               | \$ 26.72   |                                      |  |                                |   | 02/02/2010   | 02/01/2014  | Common Stock | 11,750                     |
| Stock Options (Right to Buy)               | \$ 26.72   |                                      |  |                                |   | 02/02/2010 <sup>(7)</sup>                                | 02/01/2017  | Common Stock | 19,990                     |
| Stock Options (Right to Buy)               | \$ 14.71   |                                      |  |                                |   | 02/01/2011   | 01/31/2015  | Common Stock | 26,040                     |
| Stock Options (Right to Buy)               | \$ 11.96   |                                      |  |                                |   | 02/03/2012   | 02/02/2016  | Common Stock | 22,400                     |

|                              |          |            |            |              |        |
|------------------------------|----------|------------|------------|--------------|--------|
| Stock Options (Right to Buy) | \$ 16.39 | 05/02/2014 | 05/01/2018 | Common Stock | 19,740 |
| Stock Options (Right to Buy) | \$ 16.5  | 02/02/2015 | 02/02/2019 | Common Stock | 35,300 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| ODELL RICHARD D<br>11465 JOHNS CREEK PARKWAY, SUITE 400<br>JOHNS CREEK, GA 30097 |               |           | President & CEO of Saia |       |

## Signatures

/s/ Stephanie R. Maschmeier 02/11/2013

\_\_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) Issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2010 - 2012 performance period.
- (2) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2010-2012 performance period.
- (3) Shares withheld at officer's election to cover tax liabilities incurred in connection with the vesting of restricted shares awarded in February 2008.
- (4) Conversion rate of this derivative security on February 7, 2013 is 0.8332 resulting in 35,230.48shares of common stock (underlying security in column 7).
- (5) Immediate
- (6) The shares of phantom stock become payable, in stock, upon reporting person's termination of service as an employee
- (7) The options vest one-third in year three, one-third in year four and one-third in year five.

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.