

SAIA INC
Form 4/A
February 06, 2014

FORM 4

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

OMB APPROVAL

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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 *
BUCHHOLZ SALLY R

(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)
11/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
11/12/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP Marketing/Customer Service

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/08/2013 | | S | | 9,630 | D | \$ 32.2513 |
| Common Stock | 11/08/2013 | 11/08/2013 | M | | 9,645 | A | \$ 7.9733 |
| Common Stock | 11/08/2013 | | S | | 9,645 | D | \$ 32.2513 |
| Common Stock | 11/08/2013 | 11/08/2013 | M | | 9,630 | A | \$ 8.0667 |

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.

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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 7.9733 | 11/08/2013 | 11/08/2013 | M | 9,645 | | 02/03/2012 | 02/02/2016 | Common Stock | 9,645 |
| Stock Options (Right to Buy) | \$ 8.0667 | 11/08/2013 | 11/08/2013 | M | 9,630 | | 02/02/2013 | 02/01/2017 | Common Stock | 9,630 |
| Phantom Stock | <u>(1)</u> | | | | | | <u>(2)</u> | <u>(3)</u> | Common Stock | 7,442.118 <u>(1)</u> |
| Stock Options (Right to Buy) | \$ 17.8133 | | | | | | 02/02/2010 | 02/02/2014 | Common Stock | 0 |
| Stock Options (Right to Buy) | \$ 9.8067 | | | | | | 02/01/2011 | 01/31/2015 | Common Stock | 0 |
| Stock Options (Right to Buy) | \$ 10.9267 | | | | | | 05/02/2014 | 05/01/2018 | Common Stock | 8,490 |
| Stock Options (Right to Buy) | \$ 11 | | | | | | 02/02/2015 | 02/02/2019 | Common Stock | 10,425 |
| Stock Options | \$ 27.28 | | | | | | 04/30/2016 | 04/29/2020 | Common Stock | 8,745 |

(Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUCHHOLZ SALLY R 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097 | | | VP Marketing/Customer Service | |

Signatures

/s/ Stephanie R. Maschmeier
02/06/2014

**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 conversion rate of this derivative security on November 8, 2013 is 1.2199 resulting in 9,078.71 shares of common stock (underlying security in column 7).
- (2) Immediate
- (3) The shares of phantom stock become payable, in stock, upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.

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.