

HOLZGREFE FREDERICK J III  
 Form 4  
 February 08, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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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 \*  
**HOLZGREFE FREDERICK J III**

(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)  
 02/06/2018

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)  
 Executive VP, CFO & Secretary

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 (A) or (D) Price   |  |   |
| Common Stock                    | 02/06/2018                           |  | A                              |   | 2,897 (1) \$ 0  | D  |   |
| Common Stock                    | 02/06/2018                           |  | A                              |   | 6,104 (2) \$ 0  | D  |   |
| Common Stock                    | 02/06/2018                           |  | F                              |   | 1,853 (3) \$ 73.35  | D  |   |
| Common Stock                    | 02/07/2018                           |  | S                              |   | 4,251 D \$ 73.655   | D  |   |
| Common Stock                    | 02/07/2018                           |  | M                              |   | 13,110 A \$ 43.01   | D  |   |

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Common Stock    02/07/2018    S    13,110 D    \$ 73.7197    34,565    D

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) |                 |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------------|---|-----------------|
|  |  |                                      |  |                                | V   | (A)    | (D)  | Date Exercisable |   | Expiration Date |
| Stock Options (Right to Buy)               | \$ 73.35   | 02/06/2018                           |  | A                              |   | 8,120  | 02/06/2021   | 02/06/2025       | Common Stock  | 8,120           |
| Stock Options (Right to Buy)               | \$ 43.01   | 02/07/2018                           |  | M                              |   | 13,110 | 02/03/2018   | 02/03/2022       | Common Stock  | 13,110          |
| Phantom Stock                              | (4)  |                                      |  |                                |   |        | (5)  | (6)              | Common Stock  | 2,030           |
| Stock Options (Right to Buy)               | \$ 46.35   |                                      |  |                                |   |        | 02/07/2020   | 02/07/2024       | Common Stock  | 6,120           |
| Stock Options (Right to Buy)               | \$ 27.45   |                                      |  |                                |   |        | 02/08/2019   | 02/08/2023       | Common Stock  | 23,110          |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| HOLZGREFE FREDERICK J III<br>11465 JOHNS CREEK PARKWAY<br>SUITE 400 |               |           | Executive VP, CFO & Secretary |       |

JOHNS CREEK, GA 30097

## Signatures

/s/ Stephanie R.  
Maschmeier

02/08/2018

\_\_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) Restricted shares granted as part of the long-term incentive program approved by the Compensation Committee. The restricted stock award cliff vests in year three.
- (2) Issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 1/1/15-12/31/17 performance period.
- (3) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 1/1/15-12/31/17 performance period.
- (4) The conversion rate of this derivative security on February 6, 2018 is 1.1841 resulting in 2,403.88 shares of common stock (underlying security in column 7).
- (5) Immediate
- (6) The shares of phantom stock become payable in the Company's common 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.