

Robinson Mark H  
Form 4  
June 06, 2012

**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 \*  
Robinson Mark H

2. Issuer Name and Ticker or Trading Symbol  
SAIA INC [SAIA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11465 JOHNS CREEK PARKWAY,  
SUITE 400

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/04/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President of IT

(Street)  
JOHNS CREEK, GA 30097

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 20,419  | 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)**

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| 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 Number of Shares |
| Phantom Stock                              | <u>(1)</u>   | 06/04/2012                           |  | I                              |   | 1,773.699  |     | <u>(2)</u>  | <u>(3)</u>      | Common Stock | 1,773                   |
| Stock Options (Right to Buy)               | \$ 16.88   |                                      |  |                                |   |  |     | 08/24/2008  | 08/24/2012      | Common Stock | 1,3                     |
| Stock Options (Right to Buy)               | \$ 27.38   |                                      |  |                                |   |  |     | 01/28/2009  | 01/27/2013      | Common Stock | 3,5                     |
| Stock Options (Right to Buy)               | \$ 26.72   |                                      |  |                                |   |  |     | 02/02/2010  | 02/01/2014      | Common Stock | 3,4                     |
| Stock Options (Right to Buy)               | \$ 14.71   |                                      |  |                                |   |  |     | 02/01/2011  | 01/31/2015      | Common Stock | 7,9                     |
| Stock Options (Right to Buy)               | \$ 11.96   |                                      |  |                                |   |  |     | 02/03/2012  | 02/02/2016      | Common Stock | 6,8                     |
| Stock Options (Right to Buy)               | \$ 16.39   |                                      |  |                                |   |  |     | 05/02/2014  | 05/01/2018      | Common Stock | 6,0                     |
| Stock Options (Right to Buy)               | \$ 15.07   |                                      |  |                                |   |  |     | 07/29/2014  | 07/28/2018      | Common Stock | 11,                     |
| Stock Options (Right to Buy)               | \$ 16.5  |                                      |  |                                |   |  |     | 02/02/2015  | 02/02/2019      | Common Stock | 7,4                     |
| Stock Options (Right to Buy)               | \$ 12.1  |                                      |  |                                |   |  |     | 02/02/2013  | 02/01/2017      | Common Stock | 6,8                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Robinson Mark H<br>11465 JOHNS CREEK PARKWAY, SUITE 400<br>JOHNS CREEK, GA 30097 |               |           | Vice President of IT |       |

## Signatures

/s/ Stephanie R.  
Maschmeier

06/06/2012

\_\_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 June 4, 2012 is 0.8404 resulting in 11,333.44 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.