

MASCHMEIER STEPHANIE
 Form 4
 May 02, 2013

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 *
 MASCHMEIER STEPHANIE

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)
 04/30/2013

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Controller

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/01/2013		F	1,486	D \$ 40.445	5,393	D
Common Stock	05/01/2013		M	2,800	A \$ 40.445	6,879	D
Common Stock	05/01/2013		M	930	A \$ 40.55	6,323	D
Common Stock	05/01/2013		S	930	D \$ 40.55	5,393	D
Common Stock	05/01/2013		M	3,720	A \$ 40.55	9,113	D

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Common Stock 05/01/2013 S 3,720 D \$ 40.55 5,393 D

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

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(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	Title	Amount Number Shares
Stock Options (Right to Buy)	\$ 40.92	04/30/2013		A		3,950		04/30/2016	04/29/2020	Common Stock	3,950
Stock Options (Right to Buy)	\$ 11.96	05/01/2013		M		2,800		02/03/2012	02/02/2016	Common Stock	2,800
Stock Options (Right to Buy)	\$ 11.96	05/01/2013		M		930		02/03/2012	02/02/2016	Common Stock	930
Stock Options (Right to Buy)	\$ 12.1	05/01/2013		M		3,720		02/02/2013	02/01/2017	Common Stock	3,720
Phantom Stock	<u>(1)</u>							<u>(2)</u>	<u>(3)</u>	Common Stock	5,496 <u>(1)</u>
Stock Options (Right to Buy)	\$ 16.39							05/02/2014	05/01/2018	Common Stock	3,220
Stock Options (Right to Buy)	\$ 16.5							02/02/2015	02/02/2019	Common Stock	4,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASCHMEIER STEPHANIE 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097				Controller

Signatures

/s/ Stephanie R.
Maschmeier

05/02/2013

__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) Conversion rate of this derivative security on April 30, 2013 is 0.8234 resulting in 4,525.26 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.