

WHITE THOMAS M
Form 4
April 29, 2005

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 *
WHITE THOMAS M

2. Issuer Name and Ticker or Trading Symbol
HUB GROUP INC [HUBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3050 HIGHLAND PARKWAY, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/27/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP, CFO and Treasurer

DOWNERS GROVE, IL 60515

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 04/27/2005 | | X | | 8,500 | A | \$ 9.7 |
| Class A Common Stock | 04/27/2005 | | S | | <u>1,000</u> ⁽¹⁾ | D | \$ 55.65 |
| Class A Common Stock | 04/27/2005 | | S | | <u>2,500</u> ⁽¹⁾ | D | \$ 55.75 |
| Class A Common | 04/27/2005 | | S | | <u>5,000</u> ⁽¹⁾ | D | \$ 17,912 |
| | | | | | | | 55.752 |

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| | | | | | | | | | |
|----------------------------|------------|--|---|--------------------------------|---|----------|-----------------------|---|-------------------|
| Stock | | | | | | | | | |
| Class A Common Stock | 04/28/2005 | | X | 5,500 | A | \$ 9.7 | 24,412 ⁽²⁾ | D | |
| Class A Common Stock | 04/28/2005 | | X | 1,000 | A | \$ 7.29 | 24,412 ⁽²⁾ | D | |
| Class A Common Stock | 04/28/2005 | | S | <u>2,000</u> ⁽¹⁾ | D | \$ 55.15 | 22,412 | D | |
| Class A Common Stock | 04/28/2005 | | S | <u>4,500</u> ⁽¹⁾ | D | \$ 55.25 | 17,912 | D | |
| Class A Common Stock | | | | | | | 1,785.026 | I | By 401(k) Plan |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 9.7 | 04/27/2005 | | X | 8,500 | ⁽³⁾ 07/02/2012 | Class A Common Stock | 8,500 |
| Stock Option (Right to Buy) | \$ 9.7 | 04/28/2005 | | X | 5,500 | ⁽³⁾ 07/02/2012 | Class A Common Stock | 5,500 |

| | | | | | | | | |
|--------------------------------------|---------|------------|---|-------|------------|------------|----------------------------|-------|
| Stock Option (Right to Buy) | \$ 7.29 | 04/28/2005 | X | 1,000 | <u>(4)</u> | 10/29/2012 | Class A Common Stock | 1,000 |
|--------------------------------------|---------|------------|---|-------|------------|------------|----------------------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITE THOMAS M 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60515 | | | Senior VP, CFO and Treasurer | |

Signatures

/s/ Thomas M.
White

04/29/2005

**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 reported sale was made pursuant to a pre-arranged program for selling stock adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) The total reflects a simultaneous cashless exercise of the two different classes of options (for a total of 6,500 shares of Class A Common Stock).
- (3) The option vests over 3 years. Mr. White can exercise the option as follows: 10,000 shares on 7/2/2003, 10,000 shares on 7/2/2004, and 10,000 shares on 7/2/2005.
- (4) The option vests over 3 years. Mr. White can exercise the option as follows: 1,667 shares on 10/29/2003, 1,667 shares on 10/29/2004, and 1,666 shares on 10/29/2005.

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.