

EGL INC
Form 4
August 02, 2007

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENTO E JOSEPH

(Last) (First) (Middle)

**C/O EGL, INC., 15350 VICKERY
DRIVE**

(Street)

HOUSTON, TX 77032

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EGL INC [EAGL]

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

08/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and CMO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/02/2007		D ⁽¹⁾		12,135	D	\$ 47.5
							0
							D

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)**

Edgar Filing: EGL INC - Form 4

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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Options	\$ 25.0625	08/02/2007		D	15,000	<u>(2)</u>	12/15/2007	Common Stock		15,000
Stock Options	\$ 8.875	08/02/2007		D	1,000	<u>(2)</u>	10/01/2008	Common Stock		1,000
Stock Options	\$ 14.595	08/02/2007		D	12,000	<u>(2)</u>	11/13/2009	Common Stock		12,000
Stock Options	\$ 16.41	08/02/2007		D	20,000	<u>(2)</u>	11/04/2010	Common Stock		20,000
Stock Options	\$ 18.24	08/02/2007		D	4,000	<u>(2)</u>	12/12/2010	Common Stock		4,000
Stock Options	\$ 18.3	08/02/2007		D	16,000	<u>(2)</u>	12/12/2010	Common Stock		16,000
Stock Options	\$ 37.29	08/02/2007		D	15,000	<u>(2)</u>	12/30/2012	Common Stock		15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BENTO E JOSEPH C/O EGL, INC. 15350 VICKERY DRIVE HOUSTON, TX 77032	President and CMO

Signatures

Dana A. Carabin,
Attorney-in-Fact 08/02/2007

__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).

Disposed of pursuant to merger agreement between the issuer and CEVA Group Plc ("CEVA"), under which each share of the issuer's
(1) common stock (including any restricted shares, all of which vested in full on the effective date of the merger) was cancelled and converted into the right to receive \$47.50 in cash.

Edgar Filing: EGL INC - Form 4

- Options provided for vesting in five equal annual installments (except for awards expiring December 2012, which were to vest in three equal annual installments) beginning on the first anniversary of the date of grant. Under the merger agreement with CEVA, each option to
- (2) purchase the issuer's common stock became fully vested and was cancelled and converted into the right to receive a cash payment equal to the number of shares of the issuer's common stock underlying such option multiplied by the excess of \$47.50 over the option exercise price.

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.