DARBY JAMES A Form 4

February 03, 2012

## FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* DARBY JAMES A

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Zip)

SAIA INC [SAIA]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director X\_ Officer (give title

10% Owner Other (specify

**OMB APPROVAL** 

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

11465 JOHNS CREEK PARKWAY, 02/02/2012

(Street)

(State)

SUITE 400

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

VP of Finance & CFO 6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person n Dominative Committee Appring Disposed of an Domeficially Or

below)

#### JOHNS CREEK, GA 30097

(eng)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	02/02/2012		A	3,318	٨	\$	14,991	D	
Stock	02/02/2012		А	(3)	A	16.5	14,991	D	
Common				1,217		\$			
Stock	02/02/2012		F	(6)	D	16.5	13,774	D	
Stock				_		10.5			
Common	02/02/2012		A	15,152	٨	\$	28,926	D	
Stock	02/02/2012		A	(5)	A	16.5	20,920	ט	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

### Edgar Filing: DARBY JAMES A - Form 4

#### number.

# $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 of Number of Shares
Stock Options (Right to Buy)	\$ 16.5	02/02/2012		A	11,130		02/02/2015	02/02/2019	Common Stock	11,130
Stock Options (Right to Buy)	\$ 12.1						02/02/2013	02/01/2017	Common Stock	7,060
Stock Options (Right to Buy)	\$ 27.38						01/28/2009	01/27/2013	Common Stock	2,170
Stock Options (Right to Buy)	\$ 26.72						02/02/2010	02/01/2014	Common Stock	3,710
Stock Options (Right to Buy)	\$ 14.71						02/01/2011	01/31/2015	Common Stock	8,220
Stock Options (Right to Buy)	\$ 11.96						02/03/2012	02/02/2016	Common Stock	7,070
Stock Options (Right to Buy)	\$ 16.39						05/02/2014	05/01/2018	Common Stock	6,230
Phantom Stock	<u>(4)</u>						<u>(1)</u>	<u>(2)</u>	Common Stock	27,313.7 (4)
Stock Options	\$ 23						02/03/2008	02/02/2012	Common Stock	1,300

(Right to Buy)

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DARBY JAMES A 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097 VP of Finance & CFO

## **Signatures**

/s/ Stephanie R. 02/03/2012 Maschmeier

\*\*Signature of Reporting 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) Immediate
- 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.
- (3) Issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2009-2011 performance period.
- (4) Conversion rate of this derivative security on February 2, 2012 is 0.8512 resulting in 23,248.78 shares of common stock (underlying security in column 7).
- (5) Restricted shares granted as part of the long-term incentive program approved by the Compensation Committee to address retention. The restricted stock award vests 25% in year three, 25% in year four and 50% in year five.
- (6) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2008-2010 performance period.

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.

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