

CELADON GROUP INC
Form 4
February 28, 2005

FORM 4

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

OMB APPROVAL

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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 *
GLASER THOMAS M

(Last) (First) (Middle)

ONE CELADON DRIVE, 9503
EAST 33RD ST.

(Street)

INDIANAPOLIS, IN 46235-4207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CELADON GROUP INC [CLDN]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2003

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | Code | V | Amount or (D) Price | | | |
| Common Stock ⁽¹⁾ | 10/30/2003 | | A ⁽¹⁾ | | 17,800 ⁽¹⁾ | A | <u>(1)</u> 26,600 ⁽¹⁾ | D |
| Common Stock | 02/24/2004 | | M | | 10,000 | A | \$ 4 36,600 | D |
| Common Stock | 02/24/2004 | | M | | 2,200 | A | \$ 3.84 38,800 | D |

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

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number.

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Rights | \$ 19.45 | 10/28/2004 | | A | 30,000 | <u>(2)</u> | 10/28/2014 | Common Stock |
| Employee Stock Options (Right-to-Buy) | \$ 4 | 02/24/2005 | | M | 10,000 | <u>(3)</u> | 04/30/2011 | Common Stock |
| Employee Stock Options (Right-to-Buy) | \$ 3.84 | 02/24/2005 | | M | 2,200 | <u>(4)</u> | 10/01/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| GLASER THOMAS M ONE CELADON DRIVE 9503 EAST 33RD ST. INDIANAPOLIS, IN 46235-4207 | | | President | |

Signatures

/s/ Thomas M. Glaser, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA filed herewith

02/28/2005

__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).

Shares of common stock issuable pursuant to restricted stock units granted October 30, 2003. The restricted stock units vest in annual (1) 25% increments of 4,450 shares on the first through fourth anniversaries of the date of the grant. Vesting is contingent upon the achievement of certain annual financial targets.

Stock Appreciation Rights ("SARs") issuable pursuant to a grant of 30,000 SARs issued October 28, 2004. The SARs vest in annual 25% (2) increments of 7,500 units on the first through fourth anniversaries of the date of the grant. Vesting is contingent upon the achievement of certain annual financial targets.

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(3) The option vested in three annual installments of 3,334, 3,333, and 3,333 options on April 30, 2002, 2003, and 2004.

(4) The option vested in three annual installments of 734, 733, and 733 options on October 1, 2002, 2003, and 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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