

ODELL RICHARD D

Form 4

February 11, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ODELL RICHARD D

(Last) (First) (Middle)

11465 JOHNS CREEK PARKWAY,
SUITE 400

(Street)

JOHNS CREEK, GA 30097

(City) (State) (Zip)

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

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

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 & CEO of Saia

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 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)
Common Stock	02/07/2013		A	(A) or (D) Amount 26,980 (1) Price \$ 27.05	102,331	D	
Common Stock	02/07/2013		F	(2) Amount 11,696 Price \$ 27.05	90,635	D	
Common Stock	02/07/2013		F	(3) Amount 7,370 Price \$ 27.05	83,265	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 12.1							02/02/2013	02/01/2017	Common Stock	22,360
Phantom Stock	\$ 0 ⁽⁴⁾							⁽⁵⁾	⁽⁶⁾	Common Stock	42,282.41 ⁽⁴⁾
Stock Options (Right to Buy)	\$ 23							02/03/2008	02/02/2012	Common Stock	5,880
Stock Options (Right to Buy)	\$ 27.38							01/28/2009	01/27/2013	Common Stock	9,560
Stock Options (Right to Buy)	\$ 26.72							02/02/2010	02/01/2014	Common Stock	11,750
Stock Options (Right to Buy)	\$ 26.72							02/02/2010 ⁽⁷⁾	02/01/2017	Common Stock	19,990
Stock Options (Right to Buy)	\$ 14.71							02/01/2011	01/31/2015	Common Stock	26,040
Stock Options (Right to Buy)	\$ 11.96							02/03/2012	02/02/2016	Common Stock	22,400

Stock Options (Right to Buy)	\$ 16.39	05/02/2014	05/01/2018	Common Stock	19,740
Stock Options (Right to Buy)	\$ 16.5	02/02/2015	02/02/2019	Common Stock	35,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODELL RICHARD D 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097			President & CEO of Saia	

Signatures

/s/ Stephanie R. Maschmeier 02/11/2013

__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) Issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2010 - 2012 performance period.
- (2) 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 2010-2012 performance period.
- (3) Shares withheld at officer's election to cover tax liabilities incurred in connection with the vesting of restricted shares awarded in February 2008.
- (4) Conversion rate of this derivative security on February 7, 2013 is 0.8332 resulting in 35,230.48 shares of common stock (underlying security in column 7).
- (5) Immediate
- (6) The shares of phantom stock become payable, in stock, upon reporting person's termination of service as an employee
- (7) The options vest one-third in year three, one-third in year four and one-third in year five.

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.