

SAIA INC

Form 4

February 21, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Mark H

(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)

Vice President of IT

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)
Common Stock	02/19/2014		S	5,971 D	\$ 33.3048	13,636.5	D
Common Stock	02/19/2014		M	10,290 A	\$ 7.9733	23,926.5	D
Common Stock	02/19/2014		S	10,290 D	\$ 33.3048	13,636.5	D
Common Stock	02/19/2014		M	10,260 A	\$ 8.0667	23,896.5	D
Common Stock	02/19/2014		S	10,260 D	\$ 33.3048	13,636.5	D

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

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 7.9733	02/19/2014		M	10,290	02/03/2012	02/02/2016	Common Stock	10,290
Stock Options (Right to Buy)	\$ 8.0667	02/19/2014		M	10,260	02/02/2013	02/01/2017	Common Stock	10,260
Phantom Stock	(1)					(2)	(3)	Common Stock	13,486.0 (1)
Stock Options (Right to Buy)	\$ 10.9267					05/02/2014	05/01/2018	Common Stock	9,060
Stock Options (Right to Buy)	\$ 10.0467					07/29/2014	07/28/2018	Common Stock	16,500
Stock Options (Right to Buy)	\$ 11					02/02/2015	02/02/2019	Common Stock	11,130
Stock Options (Right to Buy)	\$ 27.28					04/30/2016	04/29/2020	Common Stock	9,510
Stock Options	\$ 31.5					02/04/2017	02/03/2021	Common Stock	6,570

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Robinson Mark H 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097	Vice President of IT

Signatures

/s/ Stephanie R. Maschmeier	02/21/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 conversion rate of this derivative security on February 19, 2014 is 1.22 resulting in 16,453.45 shares of common stock (underlying security in column 7).
- (2) Immediate
- (3) The shares of phantom stock become payable in the Company's stock upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.

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.