

SAIA INC

Form 4

February 11, 2016

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/09/2016                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>(1)<br>3,780                              | \$ 0                                                                                                               | 21,579.5                                                             | D                                       |
| Common<br>Stock                       | 02/09/2016                              |                                                             | F                                    | (2)<br>1,349                                                            | \$<br>27.45                                                                                                        | 20,230.5                                                             | D                                       |
| Common<br>Stock                       | 02/09/2016                              |                                                             | F                                    | (3)<br>1,129                                                            | \$<br>27.45                                                                                                        | 19,101.5                                                             | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 27.45                                                           | 02/09/2016                              |                                                             | A                                    |                                                                                                              | 11,600                                                         |     | 02/08/2019                                                          | 02/08/2023         | Common<br>Stock | 11,600                           |
| Phantom<br>Stock                                    | (4)                                                                |                                         |                                                             |                                      |                                                                                                              |                                                                |     | (5)                                                                 | (6)                | Common<br>Stock | 13,486.0                         |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 27.28                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 04/30/2016                                                          | 04/29/2020         | Common<br>Stock | 9,510                            |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 31.5                                                            |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 02/04/2017                                                          | 02/03/2021         | Common<br>Stock | 6,570                            |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 43.01                                                           |                                         |                                                             |                                      |                                                                                                              |                                                                |     | 02/03/2018                                                          | 02/03/2022         | Common<br>Stock | 6,410                            |

## Reporting Owners

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

## Signatures

/s/ Stephanie R.  
Maschmeier 02/11/2016

\_\_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 2011 Omnibus Incentive Plan for the 1/31/13-2/1/16 performance period.
- (2) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 1/31/13-2/1/16 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 2012.
- (4) The conversion rate of this derivative security on February 9, 2016 is 1.2372 resulting in 16,684.84 shares of common stock (underlying security in column 7).
- (5) Immediate
- (6) 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.

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