

SOLOMON JEFFREY M

Form 4

August 30, 2006

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RAMIUS CAPITAL GROUP LLC**

(Last) (First) (Middle)

**666 THIRD AVENUE, 26TH  
FLOOR,**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/28/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ 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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.001 par value	08/28/2006		S		1,436	D	\$ 31.2537	294,435	I <sup>(1)</sup>	By Parche, LLC
Common Stock, \$.001 par value	08/28/2006		S		139	D	\$ 31.3825	294,296	I <sup>(1)</sup>	By Parche, LLC
Common Stock, \$.001 par value	08/29/2006		S		268	D	\$ 31.4868	294,028	I <sup>(1)</sup>	By Parche, LLC

Edgar Filing: SOLOMON JEFFREY M - Form 4

Common Stock, \$.001 par value	08/28/2006	S	2,229	D	\$ 31.2537	456,921	I <u>(2)</u>	By Ramius Master Fund, Ltd.
Common Stock, \$.001 par value	08/28/2006	S	218	D	\$ 31.3825	456,703	I <u>(2)</u>	By Ramius Master Fund, Ltd.
Common Stock, \$.001 par value	08/29/2006	S	417	D	\$ 31.4868	456,286	I <u>(2)</u>	By Ramius Master Fund, Ltd.
Common Stock, \$.001 par value	08/28/2006	S	500	D	\$ 31.2537	102,425	I <u>(3)</u>	By RCG Ambrose Master Fund, Ltd.
Common Stock, \$.001 par value	08/28/2006	S	49	D	\$ 31.3825	102,376	I <u>(3)</u>	By RCG Ambrose Master Fund, Ltd.
Common Stock, \$.001 par value	08/29/2006	S	93	D	\$ 31.4868	102,283	I <u>(3)</u>	By RCG Ambrose Master Fund, Ltd.
Common Stock, \$.001 par value	08/28/2006	S	459	D	\$ 31.2537	94,304	I <u>(4)</u>	By RCG Halifax Fund, Ltd.
Common Stock, \$.001 par value	08/28/2006	S	45	D	\$ 31.3825	94,259	I <u>(4)</u>	By RCG Halifax Fund, Ltd.
Common Stock, \$.001 par value	08/29/2006	S	87	D	\$ 31.4868	94,172	I <u>(4)</u>	By RCG Halifax Fund, Ltd.
Common Stock, \$.001 par value	08/28/2006	S	3,574	D	\$ 31.2537	732,442	I <u>(5)</u>	By Starboard Value <u>(6)</u>
Common Stock, \$.001 par value	08/28/2006	S	349	D	\$ 31.3825	732,093	I <u>(5)</u>	By Starboard Value <u>(6)</u>
	08/29/2006	S	669	D		731,424	I <u>(5)</u>	

# Edgar Filing: SOLOMON JEFFREY M - Form 4

Common Stock, \$.001 par value	\$ 31.4868	By Starboard Value <sup>(6)</sup>
-----------------------------------------	---------------	-----------------------------------------

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 required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMIUS CAPITAL GROUP LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017		X		
Starboard Value & Opportunity Fund, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017		X		
Parche, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017		X		
Admiral Advisors, LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK, NY 10017		X		
C4S & CO LLC 666 THIRD AVENUE, 26TH FLOOR		X		

NEW YORK, NY 19917

COHEN PETER A

C/O RAMIUS CAPITAL GROUP, LLC

666 THIRD AVENUE, 26TH FLOOR

NEW YORK, NY 10017

X

SOLOMON JEFFREY M

C/O RAMIUS CAPITAL GROUP, LLC

666 THIRD AVENUE, 26TH FLOOR

NEW YORK, NY 10017

X

STARK MORGAN B

C/O RAMIUS CAPITAL GROUP, LLC

666 THIRD AVENUE, 26TH FLOOR

NEW YORK, NY 10017

X

STRAUSS THOMAS W

C/O RAMIUS CAPITAL GROUP, LLC

666 THIRD AVENUE, 26TH FLOOR

NEW YORK, NY 10017

X

RCG Ambrose Master Fund, Ltd.

666 THIRD AVENUE, 26TH FLOOR

NEW YORK, NY 10017

X

## Signatures

/s/ Cohen, Peter  
A.

08/30/2006

\*\*Signature of Reporting  
Person

Date

/s/ Solomon,  
Jeffrey M.

08/30/2006

\*\*Signature of Reporting  
Person

Date

/s/ Stark, Morgan  
B.

08/30/2006

\*\*Signature of Reporting  
Person

Date

/s/ Strauss,  
Thomas W.

08/30/2006

\*\*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) Consists of shares of Common Stock held by Parche, LLC (Parche). Each of Messrs. Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is an authorized signatory for Admiral Advisors, LLC (Admiral), the managing member of Parche, and is also a managing member of C4S & Co, L.L.C. (C4S), the managing member of Ramius Capital Group, LLC (Ramius). Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral may be deemed to be the beneficial owner of the shares held by Parche. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral disclaims beneficial ownership of such shares except to

## Edgar Filing: SOLOMON JEFFREY M - Form 4

the extent of their pecuniary interest therein.

- (2) Consists of shares of Common Stock held by Ramius Master Fund, Ltd. (Ramius Master). Each of Messrs. Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is a managing member of C4S & Co, L.L.C. (C4S), the managing member of Ramius Capital Group, LLC (Ramius), the managing member of Ramius Advisors, LLC (Ramius Advisors), the investment manager of Ramius Master. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, Ramius Advisors and C4S may be deemed to be the beneficial owner of the shares held by Ramius Master. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, Ramius Advisors and C4S disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (3) Consists of shares of Common Stock held by RCG Ambrose Master Fund, Ltd. (RCG Ambrose). Each of Messrs. Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is a managing member of C4S & Co, L.L.C. (C4S), the managing member of Ramius Capital Group, LLC (Ramius), the investment manager of RCG Ambrose. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S may be deemed to be the beneficial owner of the shares held by RCG Ambrose. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (4) Consists of shares of Common Stock held by RCG Halifax Fund, Ltd. (RCG Halifax). Each of Messrs. Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is a managing member of C4S & Co, L.L.C. (C4S), the managing member of Ramius Capital Group, LLC (Ramius), the investment manager of RCG Halifax. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S may be deemed to be the beneficial owner of the shares held by RCG Halifax. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius and C4S disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (5) Consists of shares of Common Stock held by Starboard Value and Opportunity Master Fund Ltd. (Starboard). Each of Messrs. Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is an authorized signatory for Admiral Advisors, LLC (Admiral), the investment manager for Starboard, and is also a managing member of C4S & Co, L.L.C. (C4S), the managing member of Ramius Capital Group, LLC (Ramius). Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral may be deemed to be the beneficial owner of the shares held by Starboard. Each of Messrs. Cohen, Stark, Solomon and Strauss, Ramius, C4S and Admiral disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

- (6) Starboard Value and Opportunity Master Fund Ltd.

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.