

EGL INC  
Form 4  
March 14, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BENTO E JOSEPH**

(Last) (First) (Middle)  
**15350 VICKERY DR**  
  
(Street)

**HOUSTON, TX 77032**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**03/13/2006**

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 & CMO**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 03/13/2006                           |  | M                              |   | 4,000   | A  | \$ 23   |
| Common Stock                    | 03/13/2006                           |  | M                              |   | 4,000   | A  | \$ 8.875  |
| Common Stock                    | 03/13/2006                           |  | M                              |   | 18,000  | A  | \$ 14.595   |
| Common Stock                    | 03/13/2006                           |  | S                              |   | 26,000  | D  | \$ 40.4885  |
| Common Stock                    | 03/13/2006                           |  | S                              |   | 2,775   | D  | \$ 40.3   |

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|              |            |   |       |   |          |       |   |
|--------------|------------|---|-------|---|----------|-------|---|
| Common Stock | 03/13/2006 | S | 1,250 | D | \$ 40.43 | 8,290 | D |
| Common Stock | 03/13/2006 | S | 400   | D | \$ 40.36 | 7,890 | D |
| Common Stock | 03/13/2006 | S | 355   | D | \$ 40.33 | 7,535 | D |
| Common Stock | 03/13/2006 | S | 200   | D | \$ 40.35 | 7,335 | D |
| Common Stock | 03/13/2006 | S | 100   | D | \$ 40.4  | 7,235 | D |
| Common Stock | 03/13/2006 | S | 100   | D | \$ 40.31 | 7,135 | D |

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

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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)<br>(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) |                                     |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|-------------------------------------|
|  |  |                                      |  |                                | V  | (A) (D) | Date Exercisable   | Expiration Date |   |                                     |
| Employee Stock Option                      | \$ 23  | 03/13/2006                           |  | M                              |  | 4,000   | <u>(1)</u>   | 05/01/2007      | Common Stock  | Amount or Number of Shares<br>4,000 |
| Employee Stock Options                     | \$ 8.875   | 03/13/2006                           |  | M                              |  | 4,000   | <u>(2)</u>   | 10/01/2008      | Common Stock  | 4,000                               |
| Employee Stock Options                     | \$ 14.595  | 03/13/2006                           |  | M                              |  | 18,000  | <u>(3)</u>   | 11/13/2009      | Common Stock  | 18,000                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

BENTO E JOSEPH  
15350 VICKERY DR  
HOUSTON, TX 77032

President & CMO

## Signatures

Dana Carabin, Attorney-In-Fact for E. Joseph  
Bento

03/14/2006

\_\_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) vested in five equal annual installments beginning 5/1/2001
- (2) vests in five equal annual installments beginning 10/1/2002
- (3) vests in five equal annual installments beginning 11/13/2003

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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