

ODELL RICHARD D

Form 4

May 20, 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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(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 (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	05/16/2013		M		26,040	A	\$ 45.9079
Common Stock	05/16/2013		S		26,040	D	\$ 45.9079

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)

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**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 Date	Title Amount Number Shares
Stock Options (Right to Buy)	\$ 14.71	05/16/2013		M	26,040	02/01/2011 01/31/2015	Common Stock 26,040
Stock Options (Right to Buy)	\$ 12.1					02/02/2013 02/01/2017	Common Stock 22,300
Phantom Stock	\$ 0 <sup>(1)</sup>					<sup>(2)</sup> <sup>(3)</sup>	Common Stock 43,070 <sup>(1)</sup>
Stock Options (Right to Buy)	\$ 26.72					02/02/2010 <sup>(4)</sup> 02/01/2017	Common Stock 19,900
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 19,900
Stock Options (Right to Buy)	\$ 40.92					04/30/2016 04/29/2020	Common Stock 30,400
Stock Options (Right to Buy)	\$ 16.5					02/02/2015 02/02/2019	Common Stock 35,200

## 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

05/20/2013

\_\_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) Conversion rate of this derivative security on May 16, 2013 is 0.8171 resulting in 35,191.94 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 a Director.
- (4) 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.