

HUB GROUP INC  
Form 4  
February 23, 2007

**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 \*  
**MARSH DAVID**

(Last) (First) (Middle)

3050 HIGHLAND PKWY, SUITE 100

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HUB GROUP INC [HUBG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/21/2007**

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)  
EVP Highway

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)	(A) or (D)	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	Price		
Class A Common Stock	02/21/2007		M		800	\$ 2.705	52,848 <sup>(1)</sup>	D
Class A Common Stock	02/21/2007		M		28,600	\$ 1.825	81,448 <sup>(1)</sup>	D
Class A Common Stock	02/21/2007		S		5,000	\$ 31.6	76,448 <sup>(1)</sup>	D
Class A Common	02/21/2007		S		4,400	\$ 31.6	72,048 <sup>(1)</sup>	D

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Stock								
Class A Common Stock	02/21/2007		S	5,000	D	\$ 31.23	67,048 <sup>(1)</sup>	D
Class A Common Stock	02/21/2007		S	5,000	D	\$ 31.57	62,048 <sup>(1)</sup>	D
Class A Common Stock	02/21/2007		S	5,000	D	\$ 31.65	57,048 <sup>(1)</sup>	D
Class A Common Stock	02/21/2007		S	2,500	D	\$ 31.56	54,548 <sup>(1)</sup>	D
Class A Common Stock	02/21/2007		S	2,500	D	\$ 31.55	52,048 <sup>(1)</sup>	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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 2.705 <sup>(2)</sup>	02/21/2007		M	800	02/09/2006 02/09/2011	Class A Common Stock	800	
Stock Options (Right to Buy)	\$ 1.825 <sup>(2)</sup>	02/21/2007		M	28,600	10/29/2005 10/29/2012	Class A Common Stock	28,600	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSH DAVID 3050 HIGHLAND PKWY SUITE 100 DOWNERS GROVE, IL 60515			EVP Highway	

## Signatures

/s/ David Marsh                      02/23/2007

\_\_Signature of                      Date  
Reporting Person

## 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) 21,636 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.
- On June 6, 2006, the Company issued its previously declared stock dividend of one share of Class A Common Stock on each share of
- (2) Class A Common Stock and each share of Class B Common Stock issued and outstanding on the record date of May 22, 2006. The option total and exercise price has been restated to reflect post-stock dividend figures.

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