

SAIA INC

Form 4

September 11, 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
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(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)
09/07/2006

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	09/07/2006		S		1,933	D	\$ 30.3174	292,040	I ⁽¹⁾	By Parche, LLC
Common Stock, \$.001 par value	09/07/2006		S		15,768	D	\$ 30.2806	276,272	I ⁽¹⁾	By Parche, LLC
Common Stock, \$.001 par value	09/08/2006		S		4,591	D	\$ 30.9451	271,681	I ⁽¹⁾	By Parche, LLC

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Common Stock, \$.001 par value	09/07/2006	S	3,001	D	\$ 30.3174	453,199	I <u>(2)</u>	By Ramus Master Fund, Ltd.
Common Stock, \$.001 par value	09/07/2006	S	24,471	D	\$ 30.2806	428,728	I <u>(2)</u>	By Ramus Master Fund, Ltd.
Common Stock, \$.001 par value	09/08/2006	S	7,124	D	\$ 30.9451	421,604	I <u>(2)</u>	By Ramus Master Fund, Ltd.
Common Stock, \$.001 par value	09/07/2006	S	673	D	\$ 30.3174	101,591	I <u>(3)</u>	By RCG Ambrose Master Fund, Ltd.
Common Stock, \$.001 par value	09/07/2006	S	5,485	D	\$ 30.2806	96,106	I <u>(3)</u>	By RCG Ambrose Master Fund, Ltd.
Common Stock, \$.001 par value	09/08/2006	S	1,597	D	\$ 30.9451	94,509	I <u>(3)</u>	By RCG Ambrose Master Fund, Ltd.
Common Stock, \$.001 par value	09/07/2006	S	619	D	\$ 30.3174	93,535	I <u>(4)</u>	By RCG Halifax Fund, Ltd.
Common Stock, \$.001 par value	09/07/2006	S	5,050	D	\$ 30.2806	88,485	I <u>(4)</u>	By RCG Halifax Fund, Ltd.
Common Stock, \$.001 par value	09/08/2006	S	1,470	D	\$ 30.9451	87,015	I <u>(4)</u>	By RCG Halifax Fund, Ltd.
Common Stock, \$.001 par value	09/07/2006	S	4,810	D	\$ 31.3174	726,476	I <u>(5)</u>	By Starboard Value <u>(6)</u>
Common Stock, \$.001 par value	09/07/2006	S	39,226	D	\$ 30.2806	687,250	I <u>(5)</u>	By Starboard Value <u>(6)</u>
	09/08/2006	S	11,419	D		675,831	I <u>(5)</u>	

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Common Stock, \$.001 par value	\$ 30.9451	By Starboard Value ⁽⁶⁾
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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) (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/ Jeffrey M. Solomon, authorized signatory

09/11/2006

__Signature of Reporting Person

Date

/s/ Jeffrey M. Solomon, as Attorney in Fact for Peter A. Cohen

09/11/2006

__Signature of Reporting Person

Date

/s/ Jeffrey M. Solomon, as Attorney in Fact for Thomas W. Strauss

09/11/2006

__Signature of Reporting Person

Date

/s/ Jeffrey M. Solomon, as Attorney in Fact for Morgan B. Stark

09/11/2006

__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 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

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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.

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