

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>EPPEN GARY D</u> <hr/> (Last) (First) (Middle) 3050 HIGHLAND PARKWAY SUITE 100 <hr/> (Street) DOWNERS IL 60515 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUB GROUP INC [ HUBG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2004	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Class A Common Stock	10/26/2004		X		12,000	A	\$14	32,560 <sup>(1)</sup>	D	
Class A Common Stock	10/26/2004		X		12,000	A	\$18.75	32,560 <sup>(1)</sup>	D	
Class A Common Stock	10/26/2004		X		4,000	A	\$5.66	32,560 <sup>(1)</sup>	D	
Class A Common Stock	10/26/2004		S		23,300 <sup>(2)</sup>	D	\$38.6803	9,260 <sup>(3)</sup>	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$14	10/26/2004		X			12,000	(4)	03/12/2006	Class A Common Stock	12,000	\$0	0	D	
Stock Option (Right to Buy)	\$18.75	10/26/2004		X			12,000	(5)	12/10/2009	Class A Common Stock	12,000	\$0	0	D	
Stock Option (Right to Buy)	\$5.66	10/26/2004		X			4,000	(6)	12/10/2012	Class A Common Stock	4,000	\$0	0	D	

**Explanation of Responses:**

- The total reflects an exercise of the three different classes of options (for a total of 28,000 shares of Class A Common Stock). 23,300 of the shares were acquired in connection with a cashless exercise (all 12,000 shares from the \$14 option and 11,300 shares from the \$18.75 option).
- The reported sale was made pursuant to a pre-arranged program for selling stock adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- 3,560 shares of Class A Common Stock are part of a restricted stock grant subject to vesting requirements.
- The option vests over 3 years. Mr. Eppen can exercise the option as follows: 4000 shares on 3/12/1997, 4,000 shares on 3/12/1998 and 4,000 shares on 3/12/1999.
- The option vests over 3 years. Mr. Eppen can exercise the option as follows: 4000 shares on 12/10/2000, 4,000 shares on 12/10/2001 and 4,000 shares on 12/10/2002.
- The option vests over 3 years. Mr. Eppen can exercise the option as follows: 4000 shares on 12/10/2003, 4,000 shares on 12/10/2004 and 4,000 shares on 12/10/2005.

/s/ Gary D. Eppen 10/27/2004  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.