

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	
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1. Name and Address of Reporting Person* <u>YEAGER DAVID P</u> (Last) (First) (Middle) 2000 CLEARWATER DRIVE (Street) OAK BROOK IL 60523 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Class A Common Stock							182,880 ⁽¹⁾	D		
Class A Common Stock	04/22/2014		S		55,193	D	\$0 ⁽²⁾	21,454	I	By Trust
Class B Common Stock	04/22/2014		P		55,193	A	\$0 ⁽²⁾	55,193 ⁽³⁾	I	By Trust
Class B Common Stock								121,083 ⁽⁴⁾	I	By Trust
Class B Common Stock								51,624 ⁽⁴⁾	I	By Trust
Class B Common Stock								51,624 ⁽⁴⁾	I	By Trust
Class B Common Stock								51,624 ⁽⁴⁾	I	By Trust

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)		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)					

Explanation of Responses:

- 63,906 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.
- In each case, shares of Class A Common Stock were exchanged for shares of Class B Common Stock, at an exchange ratio of 1:1. No additional consideration was paid or received in connection with the exchange.
- The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares, or in the event of a tie, as directed by the independent members of the Board of Directors. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.
- The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares, or in the event of a tie, as directed by the independent members of the Board of Directors. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

Remarks:

/s/ David P. Yeager 04/24/2014
 ** 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.