SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*
MARSH DAVID

(Last) (First) (Middle)
HUB GROUP INC
3050 HIGHLAND PARKWAY

(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)
07/25/2005

4. If Amendment, Date of 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)
EVP, Highway

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			
Class A Common Stock	07/25/2005		M		9,000	A	$9.38	41,738(1)	D	
Class A Common Stock	07/25/2005		M		1,600	A	$5.41	43,338(1)	D	
Class A Common Stock	07/25/2005		M		5,700	A	$3.65	49,038(1)	D	
Class A Common Stock	07/25/2005		S		1,000	D	$30.74	48,038(1)	D	
Class A Common Stock	07/25/2005		S		1,100	D	$30.73	46,938(1)	D	
Class A Common Stock	07/25/2005		S		2,500	D	$30.72	44,438(1)	D	
Class A Common Stock	07/25/2005		S		2,500	D	$30.71	41,938(1)	D	
Class A Common Stock	07/25/2005		S		700	D	$30.7	41,238(1)	D	
Class A Common Stock	07/25/2005		S		100	D	$30.69	41,138(1)	D	
Class A Common Stock	07/25/2005		S		100	D	$30.56	41,038(1)	D	
Class A Common Stock	07/25/2005		S		1,800	D	$30.54	39,238(1)	D	
Class A Common Stock	07/25/2005		S		100	D	$30.51	39,138(1)	D	
Class A Common Stock	07/25/2005		S		100	D	$30.5	39,038(1)	D	
Class A Common Stock	07/25/2005		S		500	D	$30.46	38,538(1)	D	
Class A Common Stock	07/25/2005		S		500	D	$30.45	38,038(1)	D	
Class A Common Stock	07/25/2005		S		200	D	$30.42	37,838(1)	D	
Class A Common Stock	07/25/2005		S		200	D	$30.25	37,638(1)	D	
Class A Common Stock	07/25/2005		S		1,195	D	$30.07	36,443(1)	D	
Class A Common Stock	07/25/2005		S		300	D	$30.06	36,143(1)	D	
Class A Common Stock	07/25/2005		S		1,105	D	$30.05	35,038(1)	D	
Class A Common Stock	07/25/2005		S		3,106	D	$30	31,932(1)	D	
Class A Common Stock	07/25/2005		S		12,894	D	$29.75	19,038(1)	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)

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	Amount or Number of Shares				
Stock Option (Right to Buy)	$9.38	07/25/2005		M			9,000	(2)	12/10/2009	Class A Common Stock	9,000	$0	0	D	
Stock Option (Right to Buy)	$5.41	07/25/2005		M			1,600	(3)	02/09/2011	Class A Common Stock	1,600	$0	400	D	
Stock Option (Right to Buy)	$3.65	07/25/2005		M			5,700	(4)	10/29/2012	Class A Common Stock	5,700	$0	14,300	D	

Explanation of Responses:

1. 14,830 of the shares of Class A Common Stoick are restricted stock subject to vesting requirements. Also, May 11, 2005, the Company issued its previously declared stock dividend of one share of Class A Common Stock on each share of Class A Common Stock and each share of Class B Common Stock issued and outstanding on the record date of May 4, 2005. As a result of the stock dividend, Mr. Marsh received 16,369 shares of Class A Common Stock. All of the share totals, option totals, exercise prices, and other figures listed herein have been restated to reflect post-stock dividend figures.

2. The option vests over 5 years. Mr. Marsh can exercise the option as follows: 1,800 shares on 12-10-2000, 1,800 shares on 12-10-2001, 1,800 shares on 12-10-2002, 1,800 shares on 12-10-2003, and 1,800 shares on 12-10-2004.

3. The option vests over 5 years. Mr. Marsh can exercise the option as follows: 400 shares on 2-9-2002, 400 shares on 2-9-2003, 400 shares on 2-9-2004, 400 shares on 2-9-2005, and 400 shares on 2-9-2006.

4. The option vests over 3 years. Mr. Marsh can exercise the option as follows: 6,667 shares on 10-29-2003, 6,667 shares on 10-29-2004, and 6,666 shares on 10-9-2005.

/s/ David Marsh 07/27/2005

** 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.

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