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 STATEMENT OF CHANGES IN BENEFICIAL OWNE

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

| | | | | | UI . | Jection | 30(11) | or tile ii | ivestine | iii Cu | ilipally Act | 01 134 | U | | | | | | | |
|---|---|---|---|---------|---|---|---|------------|-----------------------------------|----------|---|--|-------------|-----------------------------|---|--|--|--|--|--|
| 1. Name ar | | 2. Issuer Name and Ticker or Trading Symbol HUB GROUP INC [HUBG] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | | |
| PIZZUTO TERRI | | | | | | | | | | | | | v Of | rector ficer (give title | | 10% Owner Other (specify below) | | | | |
| (Last) (First) (Middle) 3050 HIGHLAND PKWY | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2009 | | | | | | | | | below) below) EVP, CFO, Treasurer | | | | | |
| SUITE 1 | 00 | | | | | | | | | | | | | | | | | | | |
| (Street) | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| DOWNERS IL 60515 | | | | | | | | | | | | | | | X Form filed by One Reporting Person | | | | | |
| GROVE | | | | | - | | | | | | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) | (St | ate) (| Zip) | | | | | | | | | | | | | | | | | |
| | | Tab | le I - No | n-Deriv | ative/ | Sec | uritie | s Acc | uired | , Dis | posed o | f, or | Ben | eficia | ally Ow | ned | | | | |
| Date | | | | | te onth/Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | | d 5) Sed Ber Ow | mount of urities eficially ned Following orted | Forr (D) (| wnership n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | | Code | v | Amount | | A) or D) | Price | Trai | nsaction(s) tr. 3 and 4) | | | (111511.4) | |
| Class A Common Stock 01/02/2 | | | | | | | | | F | | 1,935(1 | .) | D | \$27 | .01 | 63,943 | | D | | |
| Class A Common Stock 01/02/2 | | | | | | /2009 | | | A | A 10,367 | | 2) | A | \$ | 0 | 74,310 ⁽³⁾ | | D | | |
| | | Ta | | | | | | | | | osed of, onvertib | | | | y Owne | d | | | | |
| 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 I Expirati (Month/I | on Da | | 7. Title and Amount of Securities Underlying Derivative Security (In: and 4) | | | 8. Price of Derivativ Security (Instr. 5) | | Ownership Form: Direct (D) or Indirect (I) (Instr. 4 | Ownership Form: Direct (D) or Indirect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code V | | (A) (D) | | Date Exercisa | | Expiration Date | or Nu of | | ount nber ıres | | | | | | |

Explanation of Responses:

- 1. Disposition of shares to satisfy withholding tax obligations with respect to 5,734 shares on which restrictions lapsed as of 1/2/2009.
- 2. Restricted stock subject to a vesting schedule. The restricted stock grant was made by the Compensation Committee of Hub Group, Inc. on January 2, 2009.
- 3.24,639 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

Remarks:

<u>/s/ Terri Pizzuto</u> <u>01/06/2009</u>

** 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.