

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person* <u>YEAGER MARK A</u> (Last) (First) (Middle) <u>2000 CLEARWATER DRIVE</u> (Street) <u>OAK BROOK IL 60523</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HUB GROUP INC [HUBG]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Vice Chairman, President & COO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	01/02/2015		A		22,000 ⁽¹⁾	A	\$0	345,968	D	
Class A Common Stock	01/02/2015		F		5,924 ⁽²⁾	D	\$37.31	340,044 ⁽³⁾	D	
Class A Common Stock								57,728	I	By Trust
Class B Common Stock								86,794 ⁽⁴⁾	D	
Class B Common Stock								48,715 ⁽⁴⁾	I	By Trust
Class B Common Stock								19,907 ⁽⁴⁾	I	By Trust
Class B Common Stock								87,866 ⁽⁵⁾	I	By Trust
Class B Common Stock								87,866 ⁽⁵⁾	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)	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)
						Date Exercisable	Expiration Date	Title				
				Code	V	(A)	(D)	Amount or Number of Shares				

Explanation of Responses:

1. Restricted stock subject to a vesting schedule. The restricted stock grant was made by the Compensation Committee of Hub Group, Inc. on January 2, 2015.
2. Disposition of shares to satisfy withholding tax obligations with respect to 18,664 shares on which restrictions lapsed as of 1/2/2015.
3. 61,864 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.
4. 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.
5. 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/ Mark A. Yeager 01/06/2015
** 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.