

**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*<br><u>YEAGER DAVID P</u><br><br>(Last) (First) (Middle)<br>3050 HIGHLAND PARKWAY<br>SUITE 100<br><br>(Street)<br>DOWNERS IL 60515<br>GROVE<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>HUB GROUP INC [ HUBG ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Vice Chairman and CEO |
|                                                                                                                                                                                                                 | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/16/2005               |                                                                                                                                                                                                                                                               |
|                                                                                                                                                                                                                 | 4. If Amendment, Date of Original Filed (Month/Day/Year)                     |                                                                                                                                                                                                                                                               |
|                                                                                                                                                                                                                 |                                                                              | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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            | 05/16/2005                           |                                                    | s                              |   | 8,461                                                             | D          | \$27.35 | 38,333 <sup>(1)</sup>                                                                         | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/16/2005                           |                                                    | s                              |   | 7,501                                                             | D          | \$27.25 | 30,832                                                                                        | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/16/2005                           |                                                    | s                              |   | 2,500                                                             | D          | \$27.3  | 28,332                                                                                        | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/16/2005                           |                                                    | s                              |   | 1,667                                                             | D          | \$27.29 | 26,665                                                                                        | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/16/2005                           |                                                    | s                              |   | 1,667                                                             | D          | \$27.27 | 24,998                                                                                        | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/16/2005                           |                                                    | s                              |   | 9,166                                                             | D          | \$27.26 | 15,832                                                                                        | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |

**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            | 05/17/2005                           |                                                    | s                              |   | 5,000                                                             | D          | \$27.15 | 10,832                                                                                        | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/17/2005                           |                                                    | s                              |   | 3,333                                                             | D          | \$27.1  | 7,499                                                                                         | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/17/2005                           |                                                    | s                              |   | 833                                                               | D          | \$27.12 | 6,666                                                                                         | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/17/2005                           |                                                    | s                              |   | 1,667                                                             | D          | \$27.13 | 4,999                                                                                         | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/17/2005                           |                                                    | s                              |   | 1,667                                                             | D          | \$27.2  | 3,332                                                                                         | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/17/2005                           |                                                    | s                              |   | 833                                                               | D          | \$27.25 | 2,499                                                                                         | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/17/2005                           |                                                    | s                              |   | 833                                                               | D          | \$27.29 | 1,666                                                                                         | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            | 05/17/2005                           |                                                    | s                              |   | 1,666                                                             | D          | \$27.35 | 0                                                                                             | I                                                        | By Phillip D. Yeager 1994 GST Trust                   |
| Class A Common Stock            |                                      |                                                    |                                |   |                                                                   |            |         | 91,110 <sup>(2)</sup>                                                                         | D                                                        |                                                       |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 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 Underlying 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) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| <b>Explanation of Responses:</b><br>1. On 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 one share of Class B Common Stock issued and outstanding on the record date of May 4, 2005. As a result, the Phillip D. Yeager GST Trust received 46,794 shares of Class A Common Stock.<br>2. 43,734 of the shares of Class A Common Stock are restricted stock subject to vesting requirements. In addition, Mr. Yeager received 45,555 shares of Class A Common Stock as a result of the Company's stock dividend issued on May 11, 2005. |                                                        |                                      |                                                    |                                |                                                                             |                                                          |                                                             |                                            |                                                                                                    |                                                           |                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                        |                                      |                                                    |                                |                                                                             |                                                          | /s/ David P. Yeager                                         |                                            | 05/18/2005                                                                                         |                                                           |                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                        |                                      |                                                    | Code                           | (A) (D)                                                                     | Date Exercisable                                         | Expiration Date                                             | Signature of Reporting Person              | Date                                                                                               |                                                           |                                                        |

\* 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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