

**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	
OMB Number:	3235-0287
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<b>1. Name and Address of Reporting Person *</b> <u>GAW JAMES</u>  (Last) (First) (Middle) 3050 HIGHLAND PARKWAY SUITE 100  (Street) DOWNERS GROVE IL 60515  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HUB GROUP INC [ HUBG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP Sales</b>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 08/02/2005	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	08/02/2005		M		15,000	A	\$7	36,038 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		M		15,000	A	\$9.38	51,038 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		500	D	\$31.16	50,538 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		1,500	D	\$31.15	49,038 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		400	D	\$31.14	48,638 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		1,354	D	\$31.11	47,284 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		2,106	D	\$31.1	45,178 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		100	D	\$31.03	45,078 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		140	D	\$31.02	44,938 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		2,000	D	\$30.98	42,938 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		100	D	\$30.97	42,838 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		5,351	D	\$30.96	37,487 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		2,100	D	\$30.95	35,387 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		300	D	\$30.94	35,087 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		400	D	\$30.93	34,687 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		4,059	D	\$30.92	30,628 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		1,900	D	\$30.91	28,728 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		4,690	D	\$30.9	24,038 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		2,336	D	\$30.85	21,702 <sup>(1)</sup>	D	
Class A Common Stock	08/02/2005		S		664	D	\$30.82	21,038 <sup>(1)</sup>	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**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)	\$7	08/02/2005		M			15,000	(2)	03/12/2006	Class A Common Stock	15,000	\$0	0	D	
Stock Option (Right to Buy)	\$9.38	08/02/2005		M			15,000	(3)	12/10/2009	Class A Common Stock	15,000	\$0	0	D	

**Explanation of Responses:**

1. 14,830 of the shares of Class A Common Stock are restricted stock subject to vesting requirements. Also, 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 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. Gaw received 10,519 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. Gaw can exercise the option as follows: 3,000 shares on 3-12-1997, 3,000 shares on 3-12-1998, 3,000 shares on 3-12-1999, 3,000 shares on 3-12-2000, and 3,000 shares on 3-12-2001.

3. The option vests over 5 years. Mr. Gaw can exercise the option as follows: 3,000 shares on 12-10-2000, 3,000 shares on 12-10-2001, 3,000 shares on 12-10-2002, 3,000 shares on 12-10-2003, and 3,000 shares on 12-10-2004.

/s/ James Gaw

08/03/2005

\*\* 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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