SEC Form 5

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL	OMB Number:	3235-0362	
	Estimated average burden		
OWNERSHIP	hours per response:	1.0	

		Table I - Non-D	erivative Securities Acquired, Disposed of, or Bene	ficially	Owned				
(City)	(State)	(Zip)							
GROVE	IL				Form filed by More t Person	han One Reporting			
DOWNERS		60515		X	Form filed by One Reporting Person				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	/idual or Joint/Group Fi	ling (Check Applicable			
SUITE 100									
3050 HIGHLA	ND PKWY		12/31/2006		Chairman				
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		Officer (give title below)	Other (specify below)			
YEAGER P	<u>HILLIP C</u>			X	Director	10% Owner			
1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol HUB GROUP INC [HUBG]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Form 4 Transa	ctions Reported.		Filed pursuant to Section 16(a) of the Securities Exchange Act of 193- or Section 30(h) of the Investment Company Act of 1940	1					
Form 3 Holding	ys Reporteu.				1				

1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or Disposed 5. Amount of 7. Nature of Date Execution Date. Transaction Of (D) (Instr. 3, 4 and 5) Securities Ownership Indirect if any Code (Instr. 8) Form: Direct (D) or (Month/Day/Year) Beneficially Beneficial (Month/Day/Year) Owned at end of Ownership Issuer's Fiscal Indirect (I) (Instr. 4) (A) or (D) Amount Price Year (Instr. 3 and (Instr. 4) 4) Class A Common Stock 12/15/2006 G 3,000 D \$<mark>0</mark> 229,339 D Class A Common Stock 12/29/2006 G 100 D \$<mark>0</mark> 229,339 D By Wife Class A Common Stock 2,000 Т 98,362(1) Class B Common Stock D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 5. Number 6. Date Exercisable and 7. Title and 1. Title of 2 3. Transaction 3A. Deemed 1 8. Price of 9. Number of 10. 11 Nature

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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)
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. 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. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

Remarks:

/s/ Phillip C. Yeager

** Signature of Reporting Person

01/12/2007 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.