

HUB GROUP INC  
Form 4  
December 22, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**YEAGER MARK A**

(Last) (First) (Middle)

3050 HIGHLAND PKWY, SUITE 100

(Street)

DOWNERS GROVE, IL 60615

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HUB GROUP INC [HUBG]**

3. Date of Earliest Transaction (Month/Day/Year)  
12/21/2006

4. If Amendment, Date 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)  
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/21/2006		F		1,966 (1) \$ 26.96	D	
Class A Common Stock					119,632 (3)	I	By Trust
Class A Common Stock					41,826 (4)	I	By Trust
Class A Common Stock					41,826 (5)	I	By Trust

Stock				
Class B Common Stock		86,794 <sup>(6)</sup>	D	
Class B Common Stock		36,794 <sup>(7)</sup>	I	By Trust
Class B Common Stock		36,794 <sup>(7)</sup>	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YEAGER MARK A 3050 HIGHLAND PKWY SUITE 100 DOWNERS GROVE, IL 60615	X		President & COO	

## Signatures

/s/ Mark A.  
Yeager

12/22/2006

\_\_Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Disposition of shares to satisfy withholding tax obligations with respect to 5,912 shares on which restrictions lapsed as of 12/21/2006.  
19,546 of the shares of Class A Common Stock are restricted stock subject to vesting requirements. Also, on June 6, 2006, 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 22, 2006. As a result of the stock dividend, Mr. Yeager received 272,995 shares of Class A Common Stock.
- (2) As a result of the June 6, 2006 stock dividend, the Mark A. Yeager Perpetual Trust received 59,816 shares of Class A Common Stock.  
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. As a result of the June 6, 2006 stock dividend, the Samantha N. Yeager 1994 GST Trust received 39,310 shares of Class A Common Stock.
- (3) 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. As a result of the June 6, 2006 stock dividend, the Alexander B. Yeager 1994 GST Trust received 39,310 shares of Class A Common Stock.
- (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. 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. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.
- (6) 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. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.
- (7) 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. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.