

Albrecht Thomas S
Form 4
October 18, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Albrecht Thomas S

(Last) (First) (Middle)

ONE CELADON DRIVE, 9503 E.
33RD STREET

(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CELADON GROUP INC [CGI]

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

10/16/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP, CFO, and CSO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	10/16/2017		A	Amount (1) 75,000	(A) or (D) \$ 0 75,000	D	
Common Stock	10/16/2017		A	Amount (2) 100,000	(A) or (D) \$ 0 175,000	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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)
Employee Stock Option (Right to Buy)	\$ 5.3	10/16/2017		A	50,000 (3)	(3) 10/16/2027	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Albrecht Thomas S ONE CELADON DRIVE 9503 E. 33RD STREET INDIANAPOLIS, IN 46235	Director 10% Owner Officer Other EVP, CFO, and CSO

Signatures

/s/ Thomas S. Albrecht, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC

10/18/2017

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) Represents an inducement award of stock to the reporting person in connection with his appointment as EVP, CFO, and CSO. The award is subject to certain holding provisions.
- (2) Represents an inducement award of restricted stock to the reporting person in connection with his appointment as EVP, CFO, and CSO. The award is subject to certain vesting and forfeiture provisions.
- (3) Represents an inducement award of stock options to the reporting person in connection with his appointment as EVP, CFO, and CSO. The options to purchase an aggregate of 50,000 shares of the Issuer's common stock become exercisable in one-third increments on each of 11/01/2019, 11/01/2020, and 11/01/2021, and are subject to certain forfeiture provisions.

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.