

SAIA INC

Form 4

February 18, 2014

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 *
ODELL RICHARD D

(Last) (First) (Middle)

11465 JOHNS CREEK PARKWAY,
SUITE 400

(Street)

JOHNS CREEK, GA 30097

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SAIA INC [SAIA]

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

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)

President & CEO of Saia

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/13/2014		M	33,540	A \$ 8.0667	136,433.5	D
Common Stock	02/13/2014		S	33,540	D \$ 31.5	102,893.5	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
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Options (Right to Buy)	\$ 8.0667	02/13/2014		M	33,540	02/02/2013 02/01/2017	Common Stock 33,540
Phantom Stock	\$ 0 ⁽¹⁾					⁽²⁾ ⁽³⁾	Common Stock 43,071 ⁽¹⁾
Stock Options (Right to Buy)	\$ 17.8133					02/02/2010 ⁽⁴⁾ 02/01/2017	Common Stock 29,900
Stock Options (Right to Buy)	\$ 10.9267					05/02/2014 05/01/2018	Common Stock 29,900
Stock Options (Right to Buy)	\$ 27.28					04/30/2016 04/29/2020	Common Stock 45,800
Stock Options (Right to Buy)	\$ 31.5					02/04/2017 02/03/2021	Common Stock 39,900
Stock Options (Right to Buy)	\$ 11					02/02/2015 02/02/2019	Common Stock 52,900

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ODELL RICHARD D 11465 JOHNS CREEK PARKWAY, SUITE 400	President & CEO of Saia

JOHNS CREEK, GA 30097

Signatures

/s/ Stephanie R.
Maschmeier

02/14/2014

__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) Conversion rate of this derivative security on February 13, 2014 is 1.22 resulting in 52,544.47 shares of common stock (underlying security in column 7).
- (2) Immediate
- (3) The shares of phantom stock become payable in the Company's stock upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.
- (4) The options vest one-third in year three, one-third in year four and one-third in year five.

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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