

WHITE THOMAS M

Form 4

November 12, 2004

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 *
WHITE THOMAS M

(Last) (First) (Middle)

**3050 HIGHLAND
PARKWAY, SUITE 100**

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/10/2004

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)

Senior VP, CFO and Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	11/10/2004		X		7,000	A \$ 5.02	30,981 ⁽¹⁾ D
Class A Common Stock	11/10/2004		X		5,000	A \$ 5.2	30,981 ⁽¹⁾ D
Class A Common Stock	11/10/2004		X		3,000	A \$ 9.7	30,981 ⁽¹⁾ D
Class A Common	11/10/2004		S		15,000 ⁽²⁾	D \$ 42.5888	15,981 ⁽³⁾ D

Stock

Class A
Common
Stock

4,721.338 I

By 401(k)
Plan

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

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(9-02)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 5.02	11/10/2004		X	7,000	<u>(4)</u> 01/02/2013	Class A Common Stock	7,000
Stock Option (Right to Buy)	\$ 5.2	11/10/2004		X	5,000	<u>(5)</u> 12/16/2012	Class A Common Stock	5,000
Stock Option (Right to Buy)	\$ 9.7	11/10/2004		X	3,000	<u>(6)</u> 07/02/2012	Class A Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITE THOMAS M 3050 HIGHLAND PARKWAY SUITE 100	Senior VP, CFO and Treasurer

DOWNERS GROVE, IL 60515

Signatures

/s/ Thomas M.

11/12/2004

White

__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) The total reflects a simultaneous cashless exercise of the three different classes of options (for a total of 15,000 shares of Class A Common Stock).
- (2) The reported sale was made pursuant to a pre-arranged program for selling stock adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (3) 12,500 of the total shares of Class A Common Stock are restricted stock subject to vesting requirements.
- (4) The option vests over 3 years. Mr. White can exercise the option as follows: 7,000 shares on 1/2/2004, 7,000 shares on 1/2/2005, and 7,000 shares on 1/2/2006.
- (5) The option vests over 3 years. Mr. White can exercise the option as follows: 5,000 shares on 12/16/2003, 5,000 shares on 12/16/2004, and 5,000 shares on 12/16/2005.
- (6) The option vests over 3 years. Mr. White can exercise the option as follows: 10,000 shares on 7/2/2003, 10,000 shares on 7/2/2004, and 10,000 shares on 7/2/2005.

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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