

HUB GROUP INC

Form 4

July 26, 2005

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)
07/25/2005

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) below)

Senior VP, CFO and Treasurer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	07/25/2005		M		20,000	A	\$ 4.85	55,560 <u>(1)</u>	D
Class A Common Stock	07/25/2005		M		4,500	A	\$ 3.65	60,060 <u>(1)</u>	D
Class A Common Stock	07/25/2005		S		10,500	D	\$ 30.82	49,560 <u>(1)</u>	D
Class A Common	07/25/2005		S		8,000	D	\$ 31.09	41,560 <u>(1)</u>	D

Stock

Class A Common Stock	07/25/2005	S	6,000	D	\$ 31.08	35,560 ⁽¹⁾	D
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Class A Common Stock						3,557.473	I	By 401(k) Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)	\$ 4.85	07/25/2005		M	20,000	⁽²⁾	07/02/2012	Class A Common Stock
Stock Option (Right to Buy)	\$ 3.65	07/25/2005		M	4,500	⁽⁴⁾	10/29/2012	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITE THOMAS M 3050 HIGHLAND PARKWAY SUITE 100 DOWNS GROVE, IL 60515	Senior VP, CFO and Treasurer

Signatures

/s/ Thomas M.
White

07/25/2005

__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) 28,195 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

(2) The option vests over 3 years. Mr. White can exercise the option as follows: 20,000 shares on 7-2-2003, 20,000 shares on 7-2-2004, and 20,000 shares on 7-2-2005.

On May 11, 2005, the Company issued its previously declared stock dividend of one share of Class A Common Stock on each share of
(3) Class A Common Stock and each share of Class B Common Stock issued and outstanding on the record date of May 4, 2005. All option totals, share totals, exercise prices and other figures listed herein have been restated to reflect post-stock dividend figures.

(4) The option vests over 3 years. Mr. White can exercise the option as follows: 3,334 shares on 10-24-2003, 3,333 shares on 10-29-2004, and 3,333 shares on 10-29-2005.

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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