SAIA INC
Form 4
February 11, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MASCHMEIER STEPHANIE

(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)
02/09/2016

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)
Controller

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			
Common Stock	02/09/2016		A		2,351 (1)	A	$ 0	17,607.5	D	
Common Stock	02/09/2016		F		909 (2)	D	$ 27.45	16,698.5	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	$ 27.45	02/09/2016		A		6,110		02/08/2019	02/08/2023	Common Stock	6,110
Phantom Stock	(3)							(4)	(5)	Common Stock	6,435.3
Stock Options (Right to Buy)	$ 11							02/02/2015	02/02/2019	Common Stock	7,125
Stock Options (Right to Buy)	$ 27.28							04/30/2016	04/29/2020	Common Stock	5,925
Stock Options (Right to Buy)	$ 31.5							02/04/2017	02/03/2021	Common Stock	4,090
Stock Options (Right to Buy)	$ 43.01							02/03/2018	02/03/2022	Common Stock	4,220

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASCHMEIER STEPHANIE 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097			Controller	

Signatures

/s/ Stephanie R. Maschmeier	02/11/2016
**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) Issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 1/31/13-2/1/16 performance period.

(2) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 1/31/13-2/1/16 performance period.

(3) The conversion rate of this derivative security on February 9, 2016 is 1.2372 resulting in 7,961.70 shares of common stock (underlying security in column 7).

(4) Immediate

(5) The shares of phantom stock become payable in the Company's common stock upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.

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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