HUB GROUP INC

Form 4

Class B

Common

November 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION					OMB APPROVAL			
Washington, D.C. 20549							3235-0287	
Check this if no longe	ar					Expires:	January 31,	
subject to Section 16 Form 4 or Form 5	STATEMEN 5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated average burden hours per response 0.5	
obligation may conti <i>See</i> Instru-1(b).	Section 17(a) o	f the Public U	tility Holding Com	pany Act o	of 1935 or Sectio	n		
(Print or Type R	esponses)							
1. Name and Address of Reporting Person * YEAGER MARK A			r Name and Ticker or T	_	5. Relationship of Reporting Person(s) to Issuer			
(Leat)	(First) (Middle		_	O <sub>J</sub>	(Check all applicable)			
(Last) 2000 CLEAI	(First) (Midd	(Month/E 11/17/2		_X_ Director 10% Owner X Officer (give title Other (specify below) below)  Vice Chairman, President & COO				
	(Street)		endment, Date Original nth/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
OAK BROO	oK, IL 60523				Person	viore than One Ro	eporung	
(City)	(State) (Zip)	Tabl	le I - Non-Derivative S	Securities Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	aı	xecution Date, if	3. 4. Securi TransactionAcquirec Code Disposed (Instr. 8) (Instr. 3,	(A) or d of (D) 4 and 5)	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)	
Class A Common Stock	11/17/2014		G V 681	D \$0	323,968 (1)	D		
Class A Common Stock					57,728	I	By Trust	
Class B Common Stock					86,794 <u>(2)</u>	D		

By Trust

48,715 (2)

I

## Edgar Filing: HUB GROUP INC - Form 4

Stock

Class B Common Stock	19,907 (2)	I	By Trust
Class B Common Stock	87,866 <u>(3)</u>	I	By Trust
Class B Common Stock	87,866 <u>(3)</u>	I	By Trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	Ç
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						]
	•				(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
								of			
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Keiauonsinps			
	Director	10% Owner	Officer	Other
YEAGER MARK A				

X 2000 CLEARWATER DRIVE OAK BROOK, IL 60523

Vice Chairman, President & COO

Dalationahina

**Signatures** 

/s/ Mark A. 11/18/2014 Yeager

Date

2 Reporting Owners

\*\*Signature of Reporting Person

## **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) 58,528 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.
- The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of (2) Class B Common Stock in accordance with the vote of the holders of a majority of such shares, or in the event of a tie, as directed by the independent members of the Board of Directors. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.
  - The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The Yeager family members are
- (3) parties to a stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares, or in the event of a tie, as directed by the independent members of the Board of Directors. Members of the Yeager family own all 662,296 shares of the Class B Common Stock.

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.

Signatures 3