

HUB GROUP INC  
Form 4  
July 28, 2005

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PIZZUTO TERRI**

(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)  
**07/26/2005**

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)  
VP Finance

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 or Price   |  |   |
| Class A Common Stock            | 07/26/2005                           |  | M                              |   | 7,067 A \$ 2.6  | 33,409 <sup>(1)</sup>                                    | D   |
| Class A Common Stock            | 07/26/2005                           |  | M                              |   | 12,933 A \$ 4.85  | 46,342 <sup>(1)</sup>                                    | D   |
| Class A Common Stock            | 07/26/2005                           |  | S                              |   | 600 D \$ 30.21  | 45,742 <sup>(1)</sup>                                    | D   |
| Class A Common                  | 07/26/2005                           |  | S                              |   | 1,800 D \$ 30.2   | 43,942 <sup>(1)</sup>                                    | D   |

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|                            |            |   |       |   |             |                       |   |  |
|----------------------------|------------|---|-------|---|-------------|-----------------------|---|--|
| Stock                      |            |   |       |   |             |                       |   |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 1,100 | D | \$<br>30.19 | 42,842 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 500   | D | \$<br>30.17 | 42,342 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 1,200 | D | \$<br>30.11 | 41,142 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 2,800 | D | \$ 30.1     | 38,342 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 1,200 | D | \$<br>30.07 | 37,142 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 2,000 | D | \$<br>30.05 | 35,142 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 2,000 | D | \$<br>30.04 | 33,142 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 200   | D | \$<br>30.03 | 32,942 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 1,900 | D | \$<br>30.02 | 31,042 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 100   | D | \$<br>30.01 | 30,942 <sup>(1)</sup> | D |  |
| Class A<br>Common<br>Stock | 07/26/2005 | S | 4,600 | D | \$ 30       | 26,342 <sup>(1)</sup> | 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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 2.6   | 07/26/2005                           |  | M                              | 7,067   | <sup>(2)</sup> 12/16/2012                                | Class A Common Stock  | 7,067                         |
| Stock Option (Right to Buy)                | \$ 4.85  | 07/26/2005                           |  | M                              | 12,933  | <sup>(3)</sup> 07/02/2012                                | Class A Common Stock  | 12,933                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |            |       |
|--|---------------|-----------|------------|-------|
|  | Director      | 10% Owner | Officer    | Other |
| PIZZUTO TERRI<br>3050 HIGHLAND PARKWAY<br>SUITE 100<br>DOWNERS GROVE, IL 60515 |               |           | VP Finance |       |

## Signatures

/s/ Terri Pizzuto 07/28/2005

\*\*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) 20,444 of the shares of Class A Common Stock are restricted stock subject to vesting requirements. Also, on May 11, 2005, the Company issued its previously declared stock dividend of one share of Class A Common Stock on each share of Class A Common Stock and each share of Class B Common Stock issued and outstanding on the record date of May 4, 2005. All of the share totals, option totals, exercise prices, and other figures listed herein have been restated to reflect post-stock dividend figures.
- (2) The option vests over 3 years. Ms. Pizzuto can exercise the option as follows: 19,334 shares on 12-16-2003, 19,333 shares on 12-16-2004, and 19,333 shares on 12-16-2005.
- (3) The option vests over 3 years. Ms. Pizzuto can exercise the option as follows: 13,334 shares on 7-2-2003, 13,333 shares on 7-2-2004, and 13,333 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. 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.