

Robinson Mark H
Form 4
February 03, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Mark H

(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)

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) below)

Vice President of IT

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)
Common Stock	02/02/2012		A	(A) or (D) Amount (4) 3,217 A	\$ 16.5 12,508	D	
Common Stock	02/02/2012		F	(5) 1,180 D	\$ 16.5 11,328	D	
Common Stock	02/02/2012		A	(6) 9,091 A	\$ 16.5 20,419	D	

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

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

SEC 1474
(9-02)

number.

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)	\$ 16.5	02/02/2012		A	7,420			02/02/2015	02/02/2019	Common Stock	7,420
Stock Options (Right to Buy)	\$ 12.1							02/02/2013	02/01/2017	Common Stock	6,840
Phantom Stock	<u>(3)</u>							<u>(1)</u>	<u>(2)</u>	Common Stock	11,712.3 <u>(3)</u>
Stock Options (Right to Buy)	\$ 16.88							08/24/2008	08/24/2012	Common Stock	1,310
Stock Options (Right to Buy)	\$ 27.38							01/28/2009	01/27/2013	Common Stock	3,570
Stock Options (Right to Buy)	\$ 26.72							02/02/2010	02/01/2014	Common Stock	3,430
Stock Options (Right to Buy)	\$ 14.71							02/01/2011	01/31/2015	Common Stock	7,970
Stock Options (Right to Buy)	\$ 11.96							02/03/2012	02/02/2016	Common Stock	6,860
	\$ 16.39							05/02/2014	05/01/2018		6,040

Stock
Options
(Right to
Buy)

Common
Stock

Stock
Options
(Right to
Buy) \$ 15.07

07/29/2014 07/28/2018

Common
Stock

11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Mark H 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097			Vice President of IT	

Signatures

/s/ Stephanie R.
Maschmeier 02/03/2012

__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) Immediate
- (2) The shares of phantom stock become payable, in stock, upon reporting person's termination of service as an employee
- (3) Conversion rate of this derivative security on February 2, 2012 is 0.8512 resulting in 9,969.27 shares of common stock (underlying security in column 7).
- (4) Issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2009-2011 performance period.
- (5) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2009-2011 performance period.
- (6) Restricted shares granted as part of the long-term incentive program approved by the Compensation Committee to address retention. The restricted stock award vests 25% in year three, 25% in year four and 50% in year five.

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.