

DARBY JAMES A
Form 4
August 03, 2007

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 *
DARBY JAMES A

(Last) (First) (Middle)

11465 JOHNS CREEK PARKWAY,
SUITE 400

(Street)

DULUTH, 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 ____ Other (specify
below) below)

VP of Finance & CFO

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 Ownership (Instr. 4)
Common Stock	08/01/2007		M	7,000	A	\$ 4.209	7,000 D

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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom Stock	(1)					(2) (3)	Common Stock 24,385.00
Stock Options (Right to buy)	\$ 4.363					10/25/2002 10/25/2010	Common Stock 18,192
Stock Options (Right to buy)	\$ 23					02/03/2008 02/02/2012	Common Stock 1,300
Stock Options (Right to buy)	\$ 26.72					02/02/2010 02/01/2014	Common Stock 3,710
Stock Options (Right to buy)	\$ 27.38					01/28/2009 01/27/2013	Common Stock 2,170
Stock Options (Right to buy)	\$ 4.209	08/01/2007		M	7,000	07/20/2002 07/20/2010	Common Stock 7,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DARBY JAMES A 11465 JOHNS CREEK PARKWAY, SUITE 400 DULUTH, GA 30097	VP of Finance & CFO

Signatures

James A Darby 08/03/2007

**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).

(3) The shares of phantom stock become payable, in cash, upon reporting person's termination of service as an employee.

(2) Immediate

(1) The conversion rate of this derivative security on August 1, 2007 is 0.8040 resulting in 19,101.56 shares of common stock (underlying security in column 7).

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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