

HARDIN THOMAS L
Form 4
November 02, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HARDIN THOMAS L

(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)
10/29/2004

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)
President

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 (A) or (D) Price		
Class A Common Stock	10/29/2004		F		2,077 (1)	D	\$ 40.22 19,073 D
Class A Common Stock	11/01/2004		X		5,050	A	\$ 14 24,123 D
Class A Common Stock	11/01/2004		S		5,050 (2)	D	\$ 38.5532 19,073 D
Class A Common	11/01/2004		S		2,487	D	\$ 16,586 (3) 38.5532 D

Stock

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14	11/01/2004		X	5,050	⁽⁴⁾ 03/12/2006	Class A Common Stock	5,050

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDIN THOMAS L 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60515			President	

Signatures

/s/ Thomas L.
Hardin
11/02/2004

**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) Disposition of shares to satisfy withholding tax obligations with respect to 7,050 shares on which restrictions lapsed as of 10/29/2004.

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- (2) The reported sale was made pursuant to a pre-arranged program for selling stock adopted pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934.
- (3) 14,100 of the total shares of Class A Common Stock are restricted stock subject to vesting requirements.
- (4) The option vests over 5 years. Mr. Hardin can exercise the option as follows: 7,000 shares on 3/12/1997, 7,000 shares on 3/12/1998, 7,000 shares on 3/12/1999, 7,000 shares on 3/12/2000 and 7,000 shares on 3/12/2001.

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.