#### **CARROLL MILTON**

Form 5

February 13, 2006

# FORM 5

#### **OMB APPROVAL**

3235-0362

**OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION Number: Washington, D.C. 20549 January 31, Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2005 Estimated average burden hours per response... 1.0

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * CARROLL MILTON			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			EGL INC [EAGL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	**		
			(Month/Day/Year)	X Director 10% Owner		
			12/31/2005	Officer (give title Other (specify		
15350 VICKERY DRIVE		Ξ		below) below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Reporting		
			Filed(Month/Day/Year)			
			•	(check applicable line)		

### HOUSTON, TXÂ 77032

(State)

(Zip)

(City)

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(- 3)	()	1 able	e I - Non-Deri	vative Secur	ities Acqui	irea, Disposea o	i, or Beneficial	iy Ownea
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	h/Day/Year) Execution Date, if Transaction A		Acquired (A) or		Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned at end	Indirect (I)	Ownership
				$(\Delta)$		of Issuer's Fiscal Year	(Instr. 4)	(Instr. 4)
					or (D) Price	(Instr. 3 and 4)		
Common Stock	06/01/2005	Â	A4	1,039 A	A \$0	9,770	D	Â

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 number.

Table I Non Derivative Securities Acquired Disposed of or Peneficially Owned

SEC 2270 (9-02)

#### 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 Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title Amoun or Number of Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
CARROLL MILTON 15350 VICKERY DRIVE HOUSTON, TX 77032	ÂX	Â	Â	Â		

## **Signatures**

Dana Carabin, Atty-in-Fact for Milton Carroll

02/13/2006

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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