

RAMU RAYMOND R

Form 4

February 19, 2019

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 *
RAMU RAYMOND R

(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
____ Officer (give title below) ____ Other (specify below)
Exec. VP & Chief Customer Off.

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/15/2019		M		13,440	A	\$ 27.45	33,920	D
Common Stock	02/15/2019		M		4,500	A	\$ 43.01	38,420	D
Common Stock	02/15/2019		S		4,500	D	\$ 69.1929	33,920	D
Common Stock	02/15/2019		S		13,440	D	\$ 69.1929	20,480	D
Common Stock	02/15/2019		S		2,820	D	\$ 69.193	17,660	D

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

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(9-02)

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)	\$ 43.01	02/15/2019		M	4,500	02/03/2018	02/03/2022	Common Stock	4,500
Stock Options (Right to Buy)	\$ 27.45	02/15/2019		M	13,440	02/09/2019	02/09/2023	Common Stock	13,440
Phantom Stock	(1)					(2)	(3)	Common Stock	7,073.24
Stock Options (Right to Buy)	\$ 73.35					02/06/2021	02/06/2025	Common Stock	3,920
Stock Options (Right to Buy)	\$ 66.03					02/07/2022	02/07/2026	Common Stock	6,500
Stock Options (Right to Buy)	\$ 46.35					02/07/2020	02/07/2024	Common Stock	3,580

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

RAMU RAYMOND R
11465 JOHNS CREEK PARKWAY, SUITE 400
JOHNS CREEK, GA 30097

Exec. VP & Chief Customer Off.

Signatures

/s/ Stephanie R.
Maschmeier

02/18/2019

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) The conversion rate of this derivative security on February 15, 2019 is 1.1680 resulting in 8,335.926 shares of common stock (underlying security in column 7).
- (2) Immediate
- (3) The shares of phantom stock become payable in the Company's common stock upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.

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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