FLAGG JAMES C Form 5

February 13, 2006

## FORM 5

#### **OMB APPROVAL**

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

**OMB** 3235-0362 Number: January 31,

1.0

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

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

response...

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 Transactions 30(h) of the Investment Company Act of 1940

Reported

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

### HOUSTON, TXÂ 77032

(State)

(City)

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

(City)	(State)	Table Table	e I - Non-Deri	vative Securi	ities Acqui	red, Disposed of	f, or Beneficial	ly 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)	0	A) or f (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2005	Â	A4	1,039 A	\$ 0	4,946	D	Â

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

(Zin)

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**SEC 2270** (9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 6. Date Exercisable and 7. Title and 8. Price of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Number Expiration Date Amount of Derivative

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D So B O

Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rities ired or osed o) :. 3,		Underlying Securities (Instr. 3 and		Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title Am or Nur of Sha	nber	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
FLAGG JAMES C 15350 VICKERY DRIVE HOUSTON, TX 77032	ÂX	Â	Â	Â		

# **Signatures**

Dana Carabin, Atty-in-Fact for James C.
Flagg

\*\*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.

Reporting Owners 2