

Robinson Mark H
Form 4
May 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Robinson Mark H

2. Issuer Name and Ticker or Trading Symbol
SAIA INC [SAIA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11465 JOHNS CREEK PARKWAY,
SUITE 400

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

Vice President of IT

(Street)
JOHNS CREEK, GA 30097

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					9,291	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
Stock Options (Right to Buy)	\$ 16.39	05/02/2011		A		6,040		05/02/2014	05/01/2018	Common Stock	6,040
Stock Options (Right to Buy)	\$ 12.1							02/02/2013	02/01/2017	Common Stock	6,840
Phantom Stock	<u>(2)</u>							<u>(1)</u>	<u>(3)</u>	Common Stock	11,712.35
Stock Options (Right to Buy)	\$ 23							02/03/2008	02/02/2012	Common Stock	1,280
Stock Options (Right to Buy)	\$ 16.88							08/24/2008	08/24/2012	Common Stock	1,310
Stock Options (Right to Buy)	\$ 27.38							01/28/2009	01/27/2013	Common Stock	3,570
Stock Options (Right to Buy)	\$ 26.72							02/02/2010	02/01/2014	Common Stock	3,430
Stock Options (Right to Buy)	\$ 14.71							02/01/2011	01/31/2015	Common Stock	7,970
Stock Options (Right to Buy)	\$ 11.96							02/03/2012	02/02/2016	Common Stock	6,860

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Mark H 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097			Vice President of IT	

Signatures

/s/ Stephanie R.
Maschmeier

05/04/2011

__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) Immediate
- (2) The conversion rate of this derivative security on May 2, 2011 is 0.8416 resulting in 9,857.07 shares of common stock (underlying security in column 7).
- (3) The shares of phantom stock become payable, in 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. 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.