

CELADON GROUP INC

Form 4

February 21, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HEYWORTH ANTHONY

(Last) (First) (Middle)

**ONE CELADON DRIVE, 9503
EAST 33RD ST.**

(Street)

INDIANAPOLIS, IN 46235-4207

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CELADON GROUP INC [CGI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2014

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)

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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/19/2014		M		9,000 A \$ 7.08	68,691	D
Common Stock	02/19/2014		S		215 D \$ 21.221	68,476	D
Common Stock	02/19/2014		S		100 D \$ 21.23	68,376	D
Common Stock	02/19/2014		S		300 D \$ 21.251	68,076	D
Common Stock	02/19/2014		S		3,000 D \$ 21.26	65,076	D

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Common Stock	02/19/2014	S	300	D	\$ 21.261	64,776	D
Common Stock	02/19/2014	S	275	D	\$ 21.27	64,501	D
Common Stock	02/19/2014	S	100	D	\$ 21.275	64,401	D
Common Stock	02/19/2014	S	200	D	\$ 21.28	64,201	D
Common Stock	02/19/2014	S	3,600	D	\$ 21.291	60,601	D
Common Stock	02/19/2014	S	610	D	\$ 21.295	59,991	D
Common Stock	02/19/2014	S	300	D	\$ 21.3	59,691	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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Employee Director Stock Option (Right to Buy)	\$ 7.08	02/19/2014		M	9,000	10/29/2004 04/29/2014	Common Stock 9,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

HEYWORTH ANTHONY
ONE CELADON DRIVE
9503 EAST 33RD ST. X
INDIANAPOLIS, IN 46235-4207

Signatures

/s/ Anthony Heyworth, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA
previously filed with the SEC

02/21/2014

__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).

Grant of option to purchase reflects adjustments for previous stock splits. Transaction involves exercise of an option to purchase 9,000
(1) shares of the Issuer's Common Stock at an exercise price of \$7.08. Upon exercise, the derivative security converts on a one-for-one basis
into the Issuer's Common Stock.

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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