

HUB GROUP INC
Form 4
February 16, 2006

FORM 4

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

OMB APPROVAL

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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 *
PIZZUTO TERRI

(Last) (First) (Middle)

3050 HIGHLAND
PARKWAY, SUITE 100

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HUB GROUP INC [HUBG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2006

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)
VP Finance

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 (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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/14/2006		M		19,333	A	\$ 2.6
					46,634	(1)	D
Class A Common Stock	02/14/2006		M		667	A	\$ 4.85
					47,301	(1)	D
Class A Common Stock	02/14/2006		S		3,400	D	\$ 43.5
					43,901	(1)	D
Class A Common	02/14/2006		S		500	D	\$ 43.51
					43,401	(1)	D

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Stock								
Class A Common Stock	02/14/2006	S	800	D	\$ 43.52	42,601 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	500	D	\$ 43.53	42,101 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	500	D	\$ 43.54	41,601 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	900	D	\$ 43.58	40,701 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	100	D	\$ 43.59	40,601 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	1,800	D	\$ 43.6	38,801 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	500	D	\$ 43.601	38,301 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	1,000	D	\$ 43.621	37,301 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	756	D	\$ 43.69	36,545 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	1,000	D	\$ 43.691	35,545 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	5	D	\$ 43.87	35,540 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	100	D	\$ 43.9	35,440 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	1,000	D	\$ 43.93	34,440 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	300	D	\$ 43.954	34,140 <u>(1)</u>	D	

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Class A Common Stock	02/14/2006	S	100	D	\$ 43.96	34,040 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	153	D	\$ 43.97	33,887 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	132	D	\$ 43.98	33,755 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	112	D	\$ 43.99	33,643 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 44.01	33,543 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	195	D	\$ 44.02	33,348 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 44.04	33,248 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 44.06	33,148 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 44.1	33,048 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	1,000	D	\$ 44.111	32,048 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 44.12	31,948 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	400	D	\$ 44.13	31,548 ⁽¹⁾	D

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)

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 2.6	02/14/2006		M	19,333	12/16/2005	12/16/2012	Class A Common Stock	19,333
Stock Option (Right to Buy)	\$ 4.85	02/14/2006		M	667	07/02/2005	07/02/2012	Class A Common Stock	667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIZZUTO TERRI 3050 HIGHLAND PARKWAY SUITE 100 DOWNS GROVE, IL 60515			VP Finance	

Signatures

/s/ Terri Pizzuto 02/16/2006

__Signature of Date
Reporting Person

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) 15,979 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

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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