

CELADON GROUP INC  
Form 4  
June 05, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
RUSSELL STEPHEN

(Last) (First) (Middle)  
ONE CELADON DRIVE, 9503  
EAST 33RD STREET  
(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/04/2013

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)  
Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	06/04/2013		S <sup>(1)</sup>		500	D	\$ 19.4	746,381	D
Common Stock	06/04/2013		S <sup>(1)</sup>		100	D	\$ 19.4062	746,281	D
Common Stock	06/04/2013		S <sup>(1)</sup>		1,600	D	\$ 19.41	744,681	D
Common Stock	06/04/2013		S <sup>(1)</sup>		400	D	\$ 19.4115	744,281	D
Common Stock	06/04/2013		S <sup>(1)</sup>		600	D	\$ 19.42	743,681	D

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Common Stock	06/04/2013	<u>S(1)</u>	100	D	\$ 19.4301	743,581	D
Common Stock	06/04/2013	<u>S(1)</u>	100	D	\$ 19.44	743,481	D
Common Stock	06/04/2013	<u>S(1)</u>	300	D	\$ 19.4633	743,181	D
Common Stock	06/04/2013	<u>S(1)</u>	500	D	\$ 19.47	742,681	D
Common Stock	06/04/2013	<u>S(1)</u>	200	D	\$ 19.475	742,481	D
Common Stock	06/04/2013	<u>S(1)</u>	400	D	\$ 19.48	742,081	D
Common Stock	06/04/2013	<u>S(1)</u>	600	D	\$ 19.5	741,481	D
Common Stock	06/04/2013	<u>S(1)</u>	300	D	\$ 19.52	741,181	D
Common Stock	06/04/2013	<u>S(1)</u>	300	D	\$ 19.56	740,881	D
Common Stock	06/04/2013	<u>S(1)</u>	160	D	\$ 19.58	740,721	D
Common Stock	06/04/2013	<u>S(1)</u>	100	D	\$ 19.63	740,621	D
Common Stock	06/04/2013	<u>S(1)</u>	300	D	\$ 19.65	740,321	D
Common Stock	06/04/2013	<u>S(1)</u>	140	D	\$ 19.66	740,181	D
Common Stock	06/04/2013	<u>S(1)</u>	100	D	\$ 19.67	740,081	D
Common Stock	06/04/2013	<u>S(1)</u>	100	D	\$ 19.68	739,981	D
Common Stock	06/04/2013	<u>S(1)</u>	399	D	\$ 19.69	739,582	D
Common Stock	06/04/2013	<u>S(1)</u>	300	D	\$ 19.71	739,282	D
Common Stock	06/04/2013	<u>S(1)</u>	158	D	\$ 19.73	739,124	D
Common Stock	06/04/2013	<u>S(1)</u>	143	D	\$ 19.75	738,981	D
Common Stock	06/04/2013	<u>S(1)</u>	200	D	\$ 19.76	738,781	D
	06/04/2013	<u>S(1)</u>	200	D	\$ 19.78	738,581	D

Common  
Stock

Common Stock 46,000 <sup>(2)</sup> I <sup>(2)</sup> By spouse <sup>(2)</sup>

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSSELL STEPHEN ONE CELADON DRIVE 9503 EAST 33RD STREET INDIANAPOLIS, IN 46235	X		Chairman of the Board	

## Signatures

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

06/05/2013

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 4, 2013.

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- (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

**Remarks:**

This is the second of two filings made by the reporting person to report transactions that occurred June 4, 2013.

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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