

DARBY JAMES A
Form 4
February 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
DARBY JAMES A

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

JOHNS CREEK, GA 30097

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/02/2012

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 of Finance & CFO

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 or (D) Price		
Common Stock	02/02/2012		A		3,318 (3) \$ 16.5	14,991	D
Common Stock	02/02/2012		F		1,217 (6) \$ 16.5	13,774	D
Common Stock	02/02/2012		A		15,152 (5) \$ 16.5	28,926	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 16.5	02/02/2012		A		11,130		02/02/2015	02/02/2019	Common Stock	11,130
Stock Options (Right to Buy)	\$ 12.1							02/02/2013	02/01/2017	Common Stock	7,060
Stock Options (Right to Buy)	\$ 27.38							01/28/2009	01/27/2013	Common Stock	2,170
Stock Options (Right to Buy)	\$ 26.72							02/02/2010	02/01/2014	Common Stock	3,710
Stock Options (Right to Buy)	\$ 14.71							02/01/2011	01/31/2015	Common Stock	8,220
Stock Options (Right to Buy)	\$ 11.96							02/03/2012	02/02/2016	Common Stock	7,070
Stock Options (Right to Buy)	\$ 16.39							05/02/2014	05/01/2018	Common Stock	6,230
Phantom Stock	<u>(4)</u>							<u>(1)</u>	<u>(2)</u>	Common Stock	27,313.7 <u>(4)</u>
Stock Options	\$ 23							02/03/2008	02/02/2012	Common Stock	1,300

