

Balius Brian A  
Form 4  
May 02, 2013

**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 \*  
Balius Brian 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)  
04/30/2013

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)  
VP-Linehaul & Ind Engineering

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	05/01/2013		M	A	\$ 40.6954	17,647	D
Common Stock	05/01/2013		S	D	\$ 40.6954	15,542	D
Common Stock	05/02/2013		M	A	\$ 40.65	15,657	D
Common Stock	05/02/2013		S	D	\$ 40.65	15,542	D
Common Stock	05/02/2013		M	A	\$ 40.65	20,452	D

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Common Stock 05/02/2013 S 4,910 D \$ 40.65 15,542 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)

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)		
					V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (Right to Buy)	\$ 40.92	04/30/2013		A		6,340		04/30/2016	04/29/2020	Common Stock	6,340
Stock Options (Right to Buy)	\$ 26.72	05/01/2013		M		2,105		02/02/2010	02/01/2014	Common Stock	2,105
Stock Options (Right to Buy)	\$ 26.72	05/02/2013		M		115		02/02/2010	02/01/2014	Common Stock	115
Stock Options (Right to Buy)	\$ 14.71	05/02/2013		M		4,910		02/01/2011	01/31/2015	Common Stock	4,910
Phantom Stock	<u>(1)</u>							<u>(2)</u>	<u>(3)</u>	Common Stock	9,389 <u>(1)</u>
Stock Options (Right to Buy)	\$ 11.96							02/03/2012	02/02/2016	Common Stock	4,650
Stock Options (Right to Buy)	\$ 12.1							02/02/2013	02/01/2017	Common Stock	4,650

Stock Options (Right to Buy)	\$ 16.39	05/02/2014	05/01/2018	Common Stock	4,10
Stock Options (Right to Buy)	\$ 16.5	02/02/2015	02/02/2019	Common Stock	6,7

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Balius Brian A 11465 JOHNS CREEK PARKWAY SUITE 400 JOHNS CREEK, GA 30097			VP-Linehaul & Ind Engineering	

## Signatures

/s/ Stephanie R. Maschmeier 05/02/2013

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) Conversion rate of this derivative security on April 30, 2013 is 0.8234 resulting in 7,730.86 shares of common stock (underlying security in column 7).
- (2) Immediate
- (3) The shares of phantom stock become payable in the Company's stock upon reporting person's termination of service as a Director.

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.