

HOLZGREFE FREDERICK J III
 Form 4
 February 11, 2019

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 *
HOLZGREFE FREDERICK J III

(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)
 02/07/2019

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)
 Executive VP, CFO & Secretary

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/07/2019		A		3,748 (1) \$ 66.03	A	D
Common Stock	02/07/2019		A		16,088 (2) \$ 0	A	D
Common Stock	02/07/2019		F		6,240 (3) \$ 66.03	D	D

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

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number.

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 of Number of Shares
Stock Options (Right to Buy)	\$ 66.03	02/07/2019		A	11,430	02/07/2022	02/07/2026	Common Stock	11,430
Phantom Stock	(4)					(5)	(6)	Common Stock	2,562.35
Stock Options (Right to Buy)	\$ 27.45					02/08/2019	02/08/2023	Common Stock	23,260
Stock Options (Right to Buy)	\$ 46.35					02/07/2020	02/07/2024	Common Stock	6,190
Stock Options (Right to Buy)	\$ 73.35					02/06/2021	02/06/2025	Common Stock	8,120

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLZGREFE FREDERICK J III 11465 JOHNS CREEK PARKWAY SUITE 400 JOHNS CREEK, GA 30097			Executive VP, CFO & Secretary	

Signatures

/s/ Stephanie R. Maschmeier
Date: 02/11/2019

Signature of 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) Restricted shares granted as part of the long-term incentive program approved by the Compensation Committee. The restricted stock award cliff vests in year three.
- (2) Issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 1/1/16-12/31/18 performance period.
- (3) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the 2011 Omnibus Incentive Plan for the 1/1/16-12/31/18 performance period.
- (4) The conversion rate of this derivative security on February 7, 2019 is 1.1913 resulting in 3,052.59 shares of common stock (underlying security in column 7).
- (5) Immediate
- (6) The shares of phantom stock become payable in the Company's common stock upon reporting person's termination of service as an employee, in accordance with the terms of the Plan.

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.