## Edgar Filing: Avramovich Daniel W - Form 4

| Avramovich Dan<br>Form 4<br>May 02, 2012  | iel W   |  |   |   |   |  |  |                         |  |                       |         |
|---|---|--|---|---|---|--|--|-------------------------|--|-----------------------|---------|
| FORM 4  |   |  |   |   |   |  |  |                         | OMB A                                    | PPROVA                | L       |
|   | UNITED  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549 |   |   |   |  |  |                         |  |                       | 0287    |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br><i>See</i> Instruction<br>1(b). |   |  |   |   |   |  |  | ,                       |  |                       | -       |
| (Print or Type Respon   | nses)   |  |   |   |   |  |  |                         |  |                       |         |
| 1. Name and Addres<br>Avramovich Dar  | 2. Issuer Name and Ticker or Trading<br>Symbol<br>PACER INTERNATIONAL INC<br>[PACR] |  |   |   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable) |  |  |                         |  |                       |         |
| (Last) (First) (Middle)<br>6805 PERIMETER DRIVE   |   |  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>04/25/2012 |   |   | Director 10% Owner<br>X_ Officer (give title Other (specify<br>below)<br>Chief Executive Officer |  |                         |  |                       |         |
|   |   |  |   | 4. If Amendment, Date Original<br>Filed(Month/Day/Year) |   |  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |                         |  |                       |         |
| (City) (  | (State)   | (Zip)  | Tah   | le I - Non-I  | )erivative  | Securities A   | cquired, Disposed  | of                      | or Beneficia                             | llv Owned             |         |
|   | ansaction Date<br>ath/Day/Year)   | Execution any  | ed<br>Date, if  | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V        | 4. Securiti<br>nAcquired<br>Disposed<br>(Instr. 3, 4                          | es<br>(A) or<br>of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)   | 6.<br>For<br>(D)<br>(I) | Ownership<br>rm: Direct<br>) or Indirect | 7. Nature<br>Indirect | of<br>l |
| Reminder: Report on   | n a separate line   | for each cl  | ass of sect   | urities benef   | Perso<br>inform<br>requir   | ns who rest<br>ation cont<br>ed to respo<br>ys a curre   | or indirectly.<br>spond to the colle<br>ained in this forr<br>ond unless the fo<br>ntly valid OMB co   | n ai<br>orm             | re not                                   | SEC 1474<br>(9-02)    |         |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | 7. Title and Amount |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|---------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | of Underlying       |
| Security    | or Exercise |                     | any                | Code      | Securities   | (Month/Day/Year)        | Securities          |

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| (Instr. 3)          | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) | (Instr. 8) Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |                     |                    | (Instr. 3 and 4) |                                     |
|---------------------|------------------------------------|------------|------------------|------------|---|-----|---------------------|--------------------|------------------|-------------------------------------|
|                     |                                    |            |                  | Code V     | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Common<br>Stock (1) | \$ 5.42                            | 04/25/2012 |                  | А          | 73,954  |     | 03/05/2015          | 03/05/2019         | common<br>stock  | 73,954                              |

# **Reporting Owners**

| Reporting Owner Name / Address                                  | Relationships |           |                         |       |  |  |  |  |
|---|---------------|-----------|-------------------------|-------|--|--|--|--|
|   | Director      | 10% Owner | Officer                 | Other |  |  |  |  |
| Avramovich Daniel W<br>6805 PERIMETER DRIVE<br>DUBLIN, OH 43016 |               |           | Chief Executive Officer |       |  |  |  |  |
| Signatures  |               |           |                         |       |  |  |  |  |

#### Jiyi iatu

Dana G. 05/02/2012 Welcker

\*\*Signature of Reporting Person

## **Explanation of Responses:**

If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### **Remarks:**

(1) This option was awarded under the Pacer International, Inc. 2012 Omnibus Incentive Plan, subject to shareholder approval

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.