

Echo Global Logistics, Inc.
 Form 4
 August 17, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
WAGGONER DOUGLAS R

(Last) (First) (Middle)

C/O ECHO GLOBAL LOGISTICS, INC., 600 WEST CHICAGO AVENUE, SUITE 725

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Echo Global Logistics, Inc. [ECHO]

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

08/15/2016

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)

Chief Executive Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/15/2016 | | M ⁽¹⁾ | A | \$ 3.68 254,544 | D | |
| Common Stock | 08/15/2016 | | S ⁽¹⁾ | D | \$ 25.9016 241,041 | D | |
| Common Stock | 08/16/2016 | | M ⁽¹⁾ | A | \$ 3.68 260,638 | D | |
| Common Stock | 08/16/2016 | | S ⁽¹⁾ | D | \$ 25.7839 241,041 | D | |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|-------------------------|---------|---|
| Common Stock | 08/17/2016 | M ⁽¹⁾ | 13,017 | A | \$ 3.68 | 254,058 | D |
| Common Stock | 08/17/2016 | S ⁽¹⁾ | 13,017 | D | \$ 25.513 <u>(4)</u> | 241,041 | D |

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

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SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 3.68 | 08/15/2016 | | M | 13,503 | 11/16/2006 ⁽⁵⁾ 10/01/2016 | Common Stock | 13,503 |
| Stock Option (Right to Buy) | \$ 3.68 | 08/16/2016 | | M | 19,597 | 11/16/2006 ⁽⁵⁾ 10/01/2016 | Common Stock | 19,597 |
| Stock Option (Right to Buy) | \$ 3.68 | 08/17/2016 | | M | 13,017 | 11/16/2006 ⁽⁵⁾ 10/01/2016 | Common Stock | 13,017 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WAGGONER DOUGLAS R C/O ECHO GLOBAL LOGISTICS, INC. 600 WEST CHICAGO AVENUE, SUITE 725 CHICAGO, IL 60654 | X | | Chief Executive Officer | |

Signatures

/s/ David B. Menzel, by Power of
Attorney

08/17/2016

__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 exercises and subsequent sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 5, 2014.
The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$25.74 and \$26.22 per share. Complete information regarding the number of shares sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- (3) The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$25.62 and \$25.94 per share. Complete information regarding the number of shares sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- (4) The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$25.36 and \$25.78 per share. Complete information regarding the number of shares sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- (5) Date at which first vesting occurs is indicated. 50,000 of the shares originally subject to the option became exercisable at the first vesting date, and the remaining 400,000 shares became exercisable in annual installments of 100,000 beginning on January 1, 2008.

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.