

Robinson Mark H
Form 4
February 11, 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 *
Robinson Mark H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2013

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

Vice President of IT

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

JOHNS CREEK, GA 30097

(City) (State) (Zip)

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 Price | | |
| Common Stock | 02/07/2013 | | A | | 8,252 (1) | A | \$ 27.05 28,671 D |
| Common Stock | 02/07/2013 | | F | | 2,730 (2) | D | \$ 27.05 25,941 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)

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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) | \$ 12.1 | | | | | 02/02/2013 | 02/01/2017 | Common Stock | 6,840 |
| Phantom Stock | <u>(3)</u> | | | | | <u>(4)</u> | <u>(5)</u> | Common Stock | 13,486.056 <u>(3)</u> |
| Stock Options (Right to Buy) | \$ 23 | | | | | 02/03/2008 | 02/02/2012 | Common Stock | 1,280 |
| Stock Options (Right to Buy) | \$ 27.38 | | | | | 01/28/2009 | 01/27/2013 | Common Stock | 3,570 |
| Stock Options (Right to Buy) | \$ 26.72 | | | | | 02/02/2010 | 02/01/2014 | Common Stock | 3,430 |
| Stock Options (Right to Buy) | \$ 14.71 | | | | | 02/01/2011 | 01/31/2015 | Common Stock | 7,970 |
| Stock Options (Right to Buy) | \$ 11.96 | | | | | 02/03/2012 | 02/02/2016 | Common Stock | 6,860 |
| Stock Options (Right to Buy) | \$ 16.39 | | | | | 05/02/2014 | 05/01/2018 | Common Stock | 6,040 |
| Stock | \$ 15.07 | | | | | 07/29/2014 | 07/28/2018 | Common | 11,000 |

| | | | | | |
|---------------------------------------|---------|------------|------------|-----------------|-------|
| Options (Right to Buy) | | | | Stock | |
| Stock Options (Right to Buy) | \$ 16.5 | 02/02/2015 | 02/02/2019 | Common Stock | 7,420 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robinson Mark H 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097 | | | Vice President of IT | |

Signatures

/s/ Stephanie R.
Maschmeier

02/11/2013

__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) Issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2010 - 2012 performance period.
- (2) Shares withheld at officer's election to cover tax liabilities incurred upon the issuance of Performance Unit Awards under the Amended and Restated 2003 Omnibus Incentive Plan for the 2010-2012 performance period.
- (3) Conversion rate of this derivative security on February 7, 2013 is 0.8332 resulting in 11,236.83 shares of common stock (underlying security in column 7).
- (4) Immediate
- (5) The shares of phantom stock become payable, in 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.