

Middleton Bart T  
 Form 3  
 November 08, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
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**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Middleton Bart T			(Month/Day/Year)	CELADON GROUP INC [CGI]	
(Last)	(First)	(Middle)	11/02/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE CELADON DRIVE,Â 9503 E					
33RD ST				(Check all applicable)	
(Street)				___ Director ___ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
INDIANAPOLIS,Â INÂ 46235-4207				<u> X </u> Officer ___ Other (give title below) (specify below)	<u> X </u> Form filed by One Reporting Person
(City)	(State)	(Zip)		VP & Prin. Accounting Officer	___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,083	D	Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right-to-Buy)	Â (1)	01/12/2016	Common Stock	18,900	\$ 12.81	D	Â
Employee Stock Option (Right-to-Buy)	Â (2)	01/23/2018	Common Stock	5,000	\$ 8.79	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Middleton Bart T ONE CELADON DRIVE 9503 E 33RD ST INDIANAPOLIS, IN 46235-4207	Â	Â	Â VP & Prin. Accounting Officer	Â

## Signatures

/s/ Bart T. Middleton, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a Power of Attorney filed herewith

11/08/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 options vested in four equal annual installments beginning on January 12, 2007.
- (2) The options became exercisable as to 1,250 shares on January 23, 2009 and January 23, 2010, and 1,250 shares become exercisable on January 23, 2011 and January 23, 2012.

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.