

Robinson Mark H
Form 4
May 20, 2013

FORM 4

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

OMB APPROVAL

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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 *
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)
05/16/2013

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

Vice President of IT

(Street)
JOHNS CREEK, GA 30097

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

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/16/2013		M	7,970 A \$ 46.0926	17,061	D	
Common Stock	05/16/2013		S	7,970 D \$ 46.0926	9,091	D	

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

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(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)	\$ 14.71	05/16/2013		M	7,970	02/01/2011	01/31/2015	Common Stock	7,970
Stock Options (Right to Buy)	\$ 12.1					02/02/2013	02/01/2017	Common Stock	6,840
Phantom Stock	<u>(1)</u>					<u>(2)</u>	<u>(3)</u>	Common Stock	13,486.05 <u>(1)</u>
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 Options (Right to Buy)	\$ 15.07					07/29/2014	07/28/2018	Common Stock	11,000
Stock Options (Right to Buy)	\$ 16.5					02/02/2015	02/02/2019	Common Stock	7,420
Stock Options (Right to Buy)	\$ 40.92					04/30/2016	04/29/2020	Common Stock	6,340

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 05/20/2013

__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) Conversion rate of this derivative security on May 16, 2013 is 0.8171 resulting in 11,019.15 shares of common stock (underlying security in column 7).
- (2) Immediate
- (3) 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.