

CELADON GROUP INC  
Form 4  
August 03, 2006

**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 \*  
RUSSELL STEPHEN

(Last) (First) (Middle)

ONE CELADON DRIVE, 9503  
EAST 33RD STREET

(Street)

INDIANAPOLIS, IN 46235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CELADON GROUP INC [CLDN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2006

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)  
Chairman and CEO

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                    |                                      |  |                                |   | 1,079,344 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 08/01/2006                           |  | S                              | 35,000 D  | \$ 17 1,044,344   | D  |   |
| Common Stock                    | 08/01/2006                           |  | S                              | 1,000 D   | \$ 17.25 1,043,344  | D  |   |
| Common Stock                    | 08/02/2006                           |  | S                              | 14,500 D  | \$ 17 1,028,844   | D  |   |
| Common Stock                    | 08/02/2006                           |  | S                              | 4,000 D   | \$ 17.01 1,024,844  | D  |   |

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|              |            |  |   |        |   |          |                       |   |                          |
|--------------|------------|--|---|--------|---|----------|-----------------------|---|--------------------------|
| Common Stock | 08/02/2006 |  | S | 6,000  | D | \$ 17.02 | 1,018,844             | D |                          |
| Common Stock | 08/02/2006 |  | S | 1,500  | D | \$ 17.03 | 1,017,344             | D |                          |
| Common Stock | 08/02/2006 |  | S | 1,500  | D | \$ 17.04 | 1,015,844             | D |                          |
| Common Stock | 08/02/2006 |  | S | 1,500  | D | \$ 17.05 | 1,014,344             | D |                          |
| Common Stock | 08/02/2006 |  | S | 2,000  | D | \$ 17.06 | 1,012,344             | D |                          |
| Common Stock | 08/02/2006 |  | S | 1,000  | D | \$ 17.09 | 1,011,344             | D |                          |
| Common Stock | 08/02/2006 |  | S | 10,000 | D | \$ 17.19 | 1,001,344             | D |                          |
| Common Stock | 08/02/2006 |  | S | 17,500 | D | \$ 17.25 | 983,844               | D |                          |
| Common Stock | 08/02/2006 |  | S | 3,500  | D | \$ 17.26 | 980,344               | D |                          |
| Common Stock | 08/02/2006 |  | S | 500    | D | \$ 17.27 | 979,844               | D |                          |
| Common Stock | 08/02/2006 |  | S | 500    | D | \$ 17.33 | 979,344               | D |                          |
| Common Stock |            |  |   |        |   |          | 42,000 <sup>(1)</sup> | I | By Spouse <sup>(2)</sup> |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   |  | Title   |  |  |

|             |            |        |
|-------------|------------|--------|
| Date        | Expiration | Amount |
| Exercisable | Date       | or     |
|             |            | Number |
|             |            | of     |
|             |            | Shares |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| RUSSELL STEPHEN<br>ONE CELADON DRIVE<br>9503 EAST 33RD STREET<br>INDIANAPOLIS, IN 46235 | X             |           | Chairman and CEO |       |

## Signatures

/s/ Stephen A. Russell, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA  
previously filed with the SEC

08/03/2006

\_\_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).

The number of shares reported and price per share reflect the distribution of the 3-for-2 stock split to which all stockholders of record on  
(1) June 1, 2006, of the issuer were entitled and that was distributed on June 15, 2006. Accordingly, the corresponding number from the reporting person's prior filing has been adjusted.

The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting  
(2) person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The reporting person's spouse owned these shares prior to her marriage to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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