

HUB GROUP INC
Form 4
February 16, 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 *
EPPE GARY D

(Last) (First) (Middle)

3050 HIGHLAND PARKWAY, SUITE 100

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HUB GROUP INC [HUBG]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2006

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)

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/14/2006		M		16,000 A \$ 2.83	36,991 (1)	D
Class A Common Stock	02/14/2006		S		2,000 D \$ 43.2587	34,991 (1)	D
Class A Common Stock	02/14/2006		S		300 D \$ 43.2687	34,691 (1)	D
Class A Common	02/14/2006		S		100 D \$ 43.2786	34,591 (1)	D

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Stock								
Class A Common Stock	02/14/2006	S	200	D	\$ 43.2887	34,391 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	100	D	\$ 43.3786	34,291 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	1,300	D	\$ 43.4087	32,991 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	401	D	\$ 43.4387	32,590 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	200	D	\$ 43.4687	32,390 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	400	D	\$ 43.4787	31,990 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	200	D	\$ 43.4987	31,790 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	100	D	\$ 43.5186	31,690 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	500	D	\$ 43.5287	31,190 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	500	D	\$ 43.5387	30,690 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	199	D	\$ 43.5586	30,491 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	1,000	D	\$ 43.5887	29,491 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	100	D	\$ 43.6186	29,391 <u>(1)</u>	D	
Class A Common Stock	02/14/2006	S	700	D	\$ 43.6287	28,691 <u>(1)</u>	D	

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Class A Common Stock	02/14/2006	S	100	D	\$ 43.6386	28,591 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 43.6786	28,491 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	1,400	D	\$ 43.6887	27,091 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 43.6986	26,991 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	1,900	D	\$ 43.6987	25,091 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 43.7086	24,991 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	200	D	\$ 43.7186	24,791 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	400	D	\$ 43.7287	24,391 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	100	D	\$ 43.7386	24,291 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	200	D	\$ 43.7486	24,091 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	400	D	\$ 43.7587	23,691 ⁽¹⁾	D
Class A Common Stock	02/14/2006	S	200	D	\$ 43.8086	23,491 ⁽¹⁾	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Options (Right to Buy)	\$ 2.83	02/14/2006		M	16,000	12/10/2005 12/10/2012	Class A Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EPPEN GARY D 3050 HIGHLAND PARKWAY SUITE 100 DOWNERS GROVE, IL 60515	X			

Signatures

/s/ Gary D.
Eppen

02/16/2006

**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).

(1) 5,691 of the shares of Class A Common Stock are restricted stock subject to vesting requirements.

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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