

QUALITY DISTRIBUTION INC
Form 4
August 19, 2015

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 *
Ernst Melissa M

2. Issuer Name and Ticker or Trading Symbol
QUALITY DISTRIBUTION INC
[QLTY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
4041 PARK OAKS BOULEVARD,
SUITE 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2015

____ Director
 Officer (give title below) Sr. VP - HR and Driver Serv.
____ 10% Owner
____ Other (specify below)

TAMPA, FL 33610

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock ⁽¹⁾	08/18/2015		D		29,416 ₍₂₎	D	\$ 16 0

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)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 7.94	08/18/2015		D	15,000	<u>(4)</u>	01/03/2016	Common Stock	15,000
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 4.5	08/18/2015		D	1,334	<u>(3)</u>	01/02/2018	Common Stock	1,334
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 2.47	08/18/2015		D	7,500	<u>(4)</u>	01/29/2019	Common Stock	7,500
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 1.25	08/18/2015		D	5,720	<u>(4)</u>	03/11/2019	Common Stock	5,720
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 3.82	08/18/2015		D	5,625	<u>(4)</u>	11/04/2019	Common Stock	5,625
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 9.66	08/18/2015		D	10,000	<u>(4)</u>	01/21/2021	Common Stock	10,000
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 12.82	08/18/2015		D	3,150	<u>(4)</u>	02/13/2022	Common Stock	3,150
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 6.48	08/18/2015		D	7,000	<u>(4)</u>	01/02/2023	Common Stock	7,000
Performance Restricted Stock Units <u>(1)</u> <u>(5)</u>	\$ 0	08/18/2015		D	36,800	<u>(5)</u>	12/31/2016	Common Stock	36,800

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consideration multiplied by 25% of the total number of shares of common stock subject to such performance stock award assuming vesting at the target level.

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