

DARBY JAMES A  
Form 4  
September 18, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
DARBY JAMES A

(Last) (First) (Middle)  
11465 JOHNS CREEK PARKWAY,  
SUITE 400  
(Street)

JOHNS CREEK, GA 30097

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SAIA INC [SAIA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2009

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)

VP of Finance & CFO

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
Common Stock	09/16/2009		M		6,644	A	\$ 4.209
Common Stock	09/16/2009		M		3,457	A	\$ 4.363
Common Stock	09/16/2009		S		10,101	D	\$ 19.7822
Common Stock	09/16/2009		M		9,735	A	\$ 4.363
Common Stock	09/16/2009		S		9,735	D	\$ 19.155
					13,644	D	
					17,101	D	
					7,000	D	
					16,735	D	
					7,000	D	

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Common Stock	09/16/2009	M	5,000	A	\$ 4.363	12,000	D
Common Stock	09/16/2009	F	2,340	D	\$ 19.52	9,660	D

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

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SEC 1474  
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 4.209	09/16/2009		M	6,644	07/20/2002 07/20/2010	Common Stock	6,644	
Stock Options (Right to Buy)	\$ 4.363	09/16/2009		M	3,457	10/25/2002 10/25/2010	Common Stock	3,457	
Stock Options (Right to Buy)	\$ 4.363	09/16/2009		M	9,735	10/25/2002 10/25/2010	Common Stock	9,735	
Stock Options (Right to Buy)	\$ 4.363	09/16/2009		M	5,000	10/25/2002 10/25/2010	Common Stock	5,000	
Phantom Stock	(3)					(1) (2)	Common Stock	24,893.59	
Stock Options (Right to Buy)	\$ 23					02/03/2008 02/02/2012	Common Stock	1,300	

Stock Options (Right to Buy)	\$ 27.38	01/28/2009	01/27/2013	Common Stock	2,170
Stock Options (Right to Buy)	\$ 26.72	02/02/2010	02/01/2014	Common Stock	3,710
Stock Options (Right to Buy)	\$ 14.71	02/01/2011	01/31/2015	Common Stock	8,220
Stock Options (Right to Buy)	\$ 11.96	02/03/2012	02/02/2016	Common Stock	7,070

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARBY JAMES A 11465 JOHNS CREEK PARKWAY, SUITE 400 JOHNS CREEK, GA 30097			VP of Finance & CFO	

## Signatures

/s/ Stephanie R.  
Maschmeier

09/18/2009

\_\_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) Immediate
- (2) 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.
- (3) The conversion rate of this derivative security on September 16, 2009 is 0.8338 resulting in 20,755.56 shares of common stock (underlying security in column 7).

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.