

RUSSELL STEPHEN

Form 4

March 05, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(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 [CGI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/01/2013

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 of the Board

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                    | 03/01/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 300    | D          | \$ 19.9366                                                                                    | 798,981                                                  | D                                                     |
| Common Stock                    | 03/01/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 100    | D          | \$ 19.94                                                                                      | 798,881                                                  | D                                                     |
| Common Stock                    | 03/01/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 100    | D          | \$ 19.96                                                                                      | 798,781                                                  | D                                                     |
| Common Stock                    | 03/01/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 100    | D          | \$ 19.98                                                                                      | 798,681                                                  | D                                                     |
| Common Stock                    | 03/01/2013                           |                                                    | S <sup>(1)</sup>               |                                                                   | 100    | D          | \$ 19.99                                                                                      | 798,581                                                  | D                                                     |

## Edgar Filing: RUSSELL STEPHEN - Form 4

|              |                   |              |                      |
|--------------|-------------------|--------------|----------------------|
| Common Stock | 46,000 <u>(2)</u> | I <u>(2)</u> | By spouse <u>(2)</u> |
|--------------|-------------------|--------------|----------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

[illegible]

## 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 of the Board |       |

## Signatures

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

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 4, 2013.
- (2) The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

**Remarks:**

This is the third of three filings made by the reporting peson to report transactions that occurred March 1, 2013.

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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