

RUSSELL STEPHEN
Form 4
February 08, 2013

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 [CGI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2013

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/06/2013 | | S ⁽¹⁾ | | 100 | D | \$ 20.39 |
| Common Stock | 02/06/2013 | | S ⁽¹⁾ | | 100 | D | \$ 20.4 |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | | 100 | D | \$ 20.07 |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | | 100 | D | \$ 20.08 |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | | 100 | D | \$ 20.085 |

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| | | | | | | | |
|--------------|------------|-------------|-----|---|------------|---------|---|
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.09 | 826,081 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 100 | D | \$ 20.1 | 825,981 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 400 | D | \$ 20.11 | 825,581 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 300 | D | \$ 20.12 | 825,281 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 600 | D | \$ 20.13 | 824,681 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.1325 | 824,481 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.14 | 824,281 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 400 | D | \$ 20.15 | 823,881 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.17 | 823,681 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.19 | 823,481 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 300 | D | \$ 20.2 | 823,181 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 400 | D | \$ 20.21 | 822,781 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 500 | D | \$ 20.22 | 822,281 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 192 | D | \$ 20.23 | 822,089 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.25 | 821,889 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 300 | D | \$ 20.26 | 821,589 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 8 | D | \$ 20.2625 | 821,581 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 100 | D | \$ 20.275 | 821,481 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.28 | 821,281 | D |
| Common Stock | 02/07/2013 | <u>S(1)</u> | 200 | D | \$ 20.29 | 821,081 | D |
| | 02/07/2013 | <u>S(1)</u> | 100 | D | \$ 20.3 | 820,981 | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|-----|---|-----------|-----------------------|------------------|--------------------------|
| Common Stock | | | | | | | | | |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | 200 | D | \$ 20.305 | 820,781 | D | |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | 400 | D | \$ 20.31 | 820,381 | D | |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | 100 | D | \$ 20.315 | 820,281 | D | |
| Common Stock | | | | | | | 46,000 ⁽²⁾ | I ⁽²⁾ | By spouse ⁽²⁾ |

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)

| 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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUSSELL STEPHEN ONE CELADON DRIVE 9503 EAST 33RD STREET 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

02/08/2013

__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 second of three filings made by the reporting person to report transactions that occurred February 6, 2013 through February 6, 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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