

CELADON GROUP INC  
Form 4  
October 03, 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)  
10/01/2013

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 or Price			
Common Stock	10/01/2013		S(1)		300	D	\$ 18.5375 766,590	D
Common Stock	10/01/2013		S(1)		500	D	\$ 18.54 766,090	D
Common Stock	10/01/2013		S(1)		200	D	\$ 18.5475 765,890	D
Common Stock	10/01/2013		S(1)		1,100	D	\$ 18.55 764,790	D
Common Stock	10/01/2013		S(1)		300	D	\$ 18.56 764,490	D

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Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	100	D	\$ 18.565	764,390	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	209	D	\$ 18.57	764,181	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	200	D	\$ 18.575	763,981	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	1,000	D	\$ 18.58	762,981	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	300	D	\$ 18.59	762,681	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	200	D	\$ 18.595	762,481	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	300	D	\$ 18.6	762,181	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	300	D	\$ 18.605	761,881	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	200	D	\$ 18.6075	761,681	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	700	D	\$ 18.61	760,981	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	200	D	\$ 18.615	760,781	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	100	D	\$ 18.6175	760,681	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	200	D	\$ 18.62	760,481	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	300	D	\$ 18.625	760,181	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	200	D	\$ 18.63	759,981	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	100	D	\$ 18.64	759,881	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	100	D	\$ 18.655	759,781	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	100	D	\$ 18.7725	759,681	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	100	D	\$ 18.83	759,581	D
Common Stock	10/01/2013	<u>S<sup>(1)</sup></u>	900	D	\$ 18.855	758,681	D
	10/01/2013	<u>S<sup>(1)</sup></u>	100	D	\$ 18.86	758,581	D

Common  
Stock

Common Stock 46,000 <sup>(2)</sup> I <sup>(2)</sup> By spouse <sup>(2)</sup>

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.** 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
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## 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 10/03/2013

\_\_\_\_\_  
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.

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- (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 two filings made by the reporting person to report transactions that occurred October 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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