

EGL INC  
Form 4  
August 02, 2007

**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

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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 \*  
**TALLEY RONALD E**

(Last) (First) (Middle)

**C/O EGL, INC., 15350 VICKERY DRIVE**

(Street)

**HOUSTON, TX 77032**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**EGL INC [EAGL]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/02/2007**

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)  
**President - SCG**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/02/2007		D <sup>(1)</sup>	4,470	\$ 47.5	0	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)**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options	\$ 8.875	08/02/2007		D	1,000	<u>(2)</u> 10/01/2008	Common Stock	1,000
Stock Options	\$ 14.595	08/02/2007		D	12,000	<u>(2)</u> 11/13/2009	Common Stock	12,000
Stock Options	\$ 16.41	08/02/2007		D	12,000	<u>(2)</u> 11/04/2010	Common Stock	12,000
Stock Options	\$ 18.3	08/02/2007		D	12,000	<u>(2)</u> 12/12/2010	Common Stock	12,000
Stock Options	\$ 37.29	08/02/2007		D	15,000	<u>(2)</u> 12/30/2012	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TALLEY RONALD E C/O EGL, INC. 15350 VICKERY DRIVE HOUSTON, TX 77032			President - SCG	

Signatures

Dana A. Carabin,  
Attorney-in-Fact  
08/02/2007

\*\*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) Disposed of pursuant to merger agreement between the issuer and CEVA Group Plc ("CEVA"), under which each share of the issuer's common stock (including any restricted shares, all of which vested in full on the effective date of the merger) was cancelled and converted into the right to receive \$47.50 in cash.
- (2) Options provided for vesting in five equal annual installments (except for awards expiring in 2012, which were to vest in three equal annual installments) beginning on the first anniversary of the date of grant. Under the merger agreement with CEVA, each option to purchase the issuer's common stock became fully vested and was cancelled and converted into the right to receive a cash payment equal to the number of shares of the issuer's common stock underlying such option multiplied by the excess of \$47.50 over the option exercise price.

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