Edgar Filing: CELADON GROUP INC - Form 4

CELADON C	GROUP INC											
Form 4												
November 14	, 2011											
FORM	4							~ ~	-	PPROVAL		
	Washington, D.C. 20549							OMB Number:	3235-0287			
the check this if no longe	Check this box								Expires:	January 31,		
subject to	to STATEMENT OF CHANGES IN BENEFICIAL OWNE						NERSHIP OF	Estimated a	2005 average			
Section 16		SECURITIES							burden hou	•		
Form 4 or									response	0.5		
Form 5 obligation	- ·			· · /				ge Act of 1934,				
may contin	Section 17			•	•	· ·		f 1935 or Sectio	n			
See Instruction 1(b).	ction	30(h)	of the Inv	vestment	Compan	y Act	t of 19	40				
(Print or Type R	esponses)											
1. Name and Address of Reporting Person _ 2. Issue LANGHAM CATHERINE A Symbol				Name and			-	5. Relationship of Reporting Person(s) to Issuer				
CELA				ON GRO	UP INC	[CG]	[]	(Check all applicable)				
(Last) (First) (Middle) 3. Date of 1				Earliest Tra	ansaction							
				ay/Year)				XDirector10% Owner				
5902 TRADING POST PLACE 11			11/07/20)11				Officer (give title Other (specify below)				
(Street) 4. If A			4. If Amer	ndment, Dat	te Original			6. Individual or Joint/Group Filing(Check				
Filed(th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
CARMEL, IN 46033-8823								_X_ Form filed by 0 Form filed by N Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	ar) Execution any	on Date, if Transac Code /Day/Year) (Instr. 8		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)		
Common					Amount 6,531	(D)	Price					
Stock	11/07/2011			A <u>(1)</u>	<u>(1)</u>	А	\$0	32,924	D			

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)

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De: Sec	Title of privative curity astr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transact Code (Instr. 8)	5. ctionNumber of 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		Amou Unde Secur	le and unt of rlying rities . 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	/ (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh	lips					
	Director	10% Owner	Officer	Other				
LANGHAM CATHERINE A 5902 TRADING POST PLACE CARMEL, IN 46033-8823	Х							
Signatures								
1/ Catherine A. Landhard has the U. H. H. Hannes Cathern attended in fact an encoded a DOA								

/s/ Catherine A. Langham, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC

**Signature of Reporting Person

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).
- Represents a restricted stock award under the Celadon Group, Inc., 2006 Omnibus Incentive Plan. The award is subject to certain vesting, (1) holding, and forfeiture provisions.

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.

Date

11/11/2011