RUSSELL STEPHEN
Form 4
March 05, 2013

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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[(1)]		100	D	$ 19.25	818,481	D	
Common Stock	03/01/2013		S[(1)]		200	D	$ 19.28	818,281	D	
Common Stock	03/01/2013		S[(1)]		100	D	$ 19.3	818,181	D	
Common Stock	03/01/2013		S[(1)]		100	D	$ 19.31	818,081	D	
Common Stock	03/01/2013		S[(1)]		200	D	$ 19.35	817,881	D	

Common Stock	03/01/2013	S[(1)]	400	D	$ 19.3525	817,481	D
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.38	817,381	D
Common Stock	03/01/2013	S[(1)]	600	D	$ 19.4	816,781	D
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.42	816,681	D
Common Stock	03/01/2013	S[(1)]	200	D	$ 19.44	816,481	D
Common Stock	03/01/2013	S[(1)]	300	D	$ 19.45	816,181	D
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.46	816,081	D
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.47	815,981	D
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.48	815,881	D
Common Stock	03/01/2013	S[(1)]	400	D	$ 19.5	815,481	D
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.52	815,381	D
Common Stock	03/01/2013	S[(1)]	400	D	$ 19.54	814,981	D
Common Stock	03/01/2013	S[(1)]	500	D	$ 19.55	814,481	D
Common Stock	03/01/2013	S[(1)]	400	D	$ 19.56	814,081	D
Common Stock	03/01/2013	S[(1)]	200	D	$ 19.565	813,881	D
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.57	813,781	D
Common Stock	03/01/2013	S[(1)]	793	D	$ 19.58	812,988	D
Common Stock	03/01/2013	S[(1)]	400	D	$ 19.59	812,588	D
Common stock	03/01/2013	S[(1)]	100	D	$ 19.6	812,488	D
Common stock	03/01/2013	S[(1)]	100	D	$ 19.61	812,388	D
	03/01/2013	S[(1)]	100	D	$ 19.62	812,288	D

Common Stock								
Common Stock	03/01/2013	S[(1)]	100	D	$ 19.64	812,188	D	
Common Stock	03/01/2013	S[(1)]	1,200	D	$ 19.65	810,988	D	
Common Stock	03/01/2013	S[(1)]	200	D	$ 19.66	810,788	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.

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. Nu Deriv Secur 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	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	03/05/2013
**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 first 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.
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.