

RUSSELL STEPHEN  
Form 4  
April 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)  
04/01/2013

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/01/2013		S(1)		700	D	\$ 19.85 797,881
Common Stock	04/01/2013		S(1)		200	D	\$ 19.86 797,681
Common Stock	04/01/2013		S(1)		300	D	\$ 19.8633 797,381
Common Stock	04/01/2013		S(1)		700	D	\$ 19.88 796,681
Common Stock	04/01/2013		S(1)		1,300	D	\$ 19.89 795,381

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Common Stock	04/01/2013	<u>S(1)</u>	1,360	D	\$ 19.9	794,021	D
Common Stock	04/01/2013	<u>S(1)</u>	200	D	\$ 19.905	793,821	D
Common Stock	04/01/2013	<u>S(1)</u>	340	D	\$ 19.91	793,481	D
Common Stock	04/01/2013	<u>S(1)</u>	200	D	\$ 19.92	793,281	D
Common Stock	04/01/2013	<u>S(1)</u>	500	D	\$ 19.93	792,781	D
Common Stock	04/01/2013	<u>S(1)</u>	100	D	\$ 19.935	792,681	D
Common Stock	04/01/2013	<u>S(1)</u>	1,000	D	\$ 19.94	791,681	D
Common Stock	04/01/2013	<u>S(1)</u>	200	D	\$ 19.95	791,481	D
Common Stock	04/01/2013	<u>S(1)</u>	1,200	D	\$ 19.96	790,281	D
Common Stock	04/01/2013	<u>S(1)</u>	400	D	\$ 19.965	789,881	D
Common Stock	04/01/2013	<u>S(1)</u>	200	D	\$ 19.97	789,681	D
Common Stock	04/01/2013	<u>S(1)</u>	200	D	\$ 19.98	789,481	D
Common Stock	04/01/2013	<u>S(1)</u>	100	D	\$ 19.985	789,381	D
Common Stock	04/01/2013	<u>S(1)</u>	300	D	\$ 19.99	789,081	D
Common Stock	04/01/2013	<u>S(1)</u>	300	D	\$ 20	788,781	D
Common Stock	04/01/2013	<u>S(1)</u>	300	D	\$ 20.01	788,481	D
Common Stock	04/01/2013	<u>S(1)</u>	600	D	\$ 20.02	787,881	D
Common Stock	04/01/2013	<u>S(1)</u>	1,600	D	\$ 20.03	786,281	D
Common Stock	04/01/2013	<u>S(1)</u>	1,100	D	\$ 20.04	785,181	D
Common Stock	04/01/2013	<u>S(1)</u>	1,400	D	\$ 20.05	783,781	D
	04/01/2013	<u>S(1)</u>	700	D	\$ 20.08	783,081	D

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Common Stock								
Common Stock	04/01/2013	S <sup>(1)</sup>	500	D	\$ 20.09	782,581	D	
Common Stock	04/01/2013	S <sup>(1)</sup>	100	D	\$ 20.14	782,481	D	
Common Stock	04/01/2013	S <sup>(1)</sup>	100	D	\$ 20.15	782,381	D	
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.

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(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 Owned Beneficially (Instr. 5)
				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

04/03/2013

\_\_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.
- (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 two filings made by the reporting person to report transactions that occurred April 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.