

QUALITY DISTRIBUTION INC  
Form 3  
August 14, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Ernst Melissa M		(Month/Day/Year)	QUALITY DISTRIBUTION INC [QLTY]	
(Last)	(First)	(Middle)	08/05/2014	
4041 PARK OAKS BOULEVARD,Â SUITE 200			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
TAMPA,Â FLÂ 33610			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Senior VP - HR and Driver Serv	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	26,904	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	01/03/2016	Common Stock	15,000	\$ 7.94	D	Â
Employee Stock Option (right to buy)	Â (2)	01/02/2018	Common Stock	1,334	\$ 4.5	D	Â
Employee Stock Option (right to buy)	Â (3)	01/29/2019	Common Stock	7,500	\$ 2.47	D	Â
Employee Stock Option (right to buy)	Â (4)	03/11/2019	Common Stock	5,720	\$ 1.25	D	Â
Employee Stock Option (right to buy)	Â (5)	11/04/2019	Common Stock	5,625	\$ 3.82	D	Â
Employee Stock Option (right to buy)	Â (6)	01/21/2021	Common Stock	10,000	\$ 9.66	D	Â
Employee Stock Option (right to buy)	Â (7)	02/13/2022	Common Stock	3,150	\$ 12.82	D	Â
Employee Stock Option (right to buy)	Â (8)	01/02/2023	Common Stock	7,000	\$ 6.48	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Ernst Melissa M 4041 PARK OAKS BOULEVARD SUITE 200 TAMPA, FL 33610	Â	Â	Â	Senior VP - HR and Driver Serv	Â

## Signatures

/s/ John T. Wilson,  
attorney-in-fact

08/14/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 options vested on anniversaries of the grant date through January 3, 2010.
- (2) The options vested on anniversaries of the grant date through January 2, 2012.
- (3) The options vested on anniversaries of the grant date through January 29, 2013.
- (4) The options vested on anniversaries of the grant date through March 11, 2013.
- (5) The options vested on anniversaries of the grant date through November 4, 2013.
- (6) The options vest ratably over 4 years on each anniversary of the grant date. The first three installments vested on January 21, 2012, 2013 and 2014 and the remaining options vest on January 21, 2015.

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- (7) The options vest ratably over 4 years on each anniversary of the grant date. The first two installments vested on February 13, 2013 and 2014 and the remaining options vest in two equal installments on February 13, 2015 and 2016.
- (8) The options vest ratably over 4 years on each anniversary of the grant date. The first installment vested on January 2, 2014 and the remaining options vest in three equal installments on January 2, 2015, 2016 and 2017.

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**Remarks:**

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.