

CELADON GROUP INC
Form 4
August 03, 2006

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

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 [CLDN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2006

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 and CEO

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 | | | | | 1,079,344 ⁽¹⁾ | D | |
| Common Stock | 08/01/2006 | | S | | 35,000 | D | \$ 17 |
| Common Stock | 08/01/2006 | | S | | 1,000 | D | \$ 17.25 |
| Common Stock | 08/02/2006 | | S | | 14,500 | D | \$ 17 |
| Common Stock | 08/02/2006 | | S | | 4,000 | D | \$ 17.01 |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|-----------------------|---|--------------------------|
| Common Stock | 08/02/2006 | | S | 6,000 | D | \$ 17.02 | 1,018,844 | D | |
| Common Stock | 08/02/2006 | | S | 1,500 | D | \$ 17.03 | 1,017,344 | D | |
| Common Stock | 08/02/2006 | | S | 1,500 | D | \$ 17.04 | 1,015,844 | D | |
| Common Stock | 08/02/2006 | | S | 1,500 | D | \$ 17.05 | 1,014,344 | D | |
| Common Stock | 08/02/2006 | | S | 2,000 | D | \$ 17.06 | 1,012,344 | D | |
| Common Stock | 08/02/2006 | | S | 1,000 | D | \$ 17.09 | 1,011,344 | D | |
| Common Stock | 08/02/2006 | | S | 10,000 | D | \$ 17.19 | 1,001,344 | D | |
| Common Stock | 08/02/2006 | | S | 17,500 | D | \$ 17.25 | 983,844 | D | |
| Common Stock | 08/02/2006 | | S | 3,500 | D | \$ 17.26 | 980,344 | D | |
| Common Stock | 08/02/2006 | | S | 500 | D | \$ 17.27 | 979,844 | D | |
| Common Stock | 08/02/2006 | | S | 500 | D | \$ 17.33 | 979,344 | D | |
| Common Stock | | | | | | | 42,000 ⁽¹⁾ | I | 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. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | | Title | | |

| | | |
|---------------------|--------------------|--|
| Date Exercisable | Expiration Date | 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 and CEO | |

Signatures

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

08/03/2006

__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).

The number of shares reported and price per share reflect the distribution of the 3-for-2 stock split to which all stockholders of record on
(1) June 1, 2006, of the issuer were entitled and that was distributed on June 15, 2006. Accordingly, the corresponding number from the reporting person's prior filing has been adjusted.

The reporting person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the reporting
(2) person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The reporting person's spouse owned these shares prior to her marriage to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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