

APOLLO UK PARTNERS III LP
 Form 4
 February 11, 2011

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 *
 APOLLO ADVISORS II LP

2. Issuer Name and Ticker or Trading Symbol
 QUALITY DISTRIBUTION INC
 [QLTY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE MANHATTANVILLE ROAD,
 SUITE 201
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/09/2011

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

PURCHASE, NY 10577

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	02/09/2011		S	2,600,000 D \$ 9.025	7,797,009	I	See footnote (1)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Own 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
APOLLO ADVISORS II LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
APOLLO INVESTMENT FUND III LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
APOLLO OVERSEAS PARTNERS III LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
APOLLO UK PARTNERS III LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Management, L.P. ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Management GP, LLC ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Management Holdings, L.P. ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
Apollo Management Holdings GP, LLC ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X		
APOLLO MANAGEMENT III LP ONE MANHATTANVILLE ROAD, SUITE 201		X		

PURCHASE, NY 10577

Apollo Capital Management II, Inc.
ONE MANHATTANVILLE ROAD, SUITE 201 X
PURCHASE, NY 10577

Signatures

[see signatures attached as Exhibit
99.2] 02/11/2011

__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) See Exhibit 99.1.

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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