

COPELAND DENNIS  
Form 4  
March 13, 2009

**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 \*  
COPELAND DENNIS

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director      \_\_\_\_ 10% Owner  
 Officer (give title below)      \_\_\_\_ Other (specify below)  
Senior Vice President

(Last)      (First)      (Middle)  
  
4041 PARK OAKS BOULEVARD,  
SUITE 200  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2009

TAMPA, FL 33610

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3)                  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------|--|----------------------|-----------------|---|------------------|------------------|-----------------|--------------|----------------------------|
|                                      |  |                      | Code V          | (A)   | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 17                                    | 03/11/2009           | D               |   | 85,000           | <u>(2)</u>       | 11/12/2013      | Common Stock | 85,000                     |
| Employee Stock Option (right to buy) | \$ 13.06                                 | 03/11/2009           | D               |   | 12,500           | <u>(3)</u>       | 01/03/2017      | Common Stock | 12,500                     |
| Employee Stock Option (right to buy) | \$ 1.25                                  | 03/11/2009           | A               |   | 34,750           | <u>(4)</u>       | 03/11/2019      | Common Stock | 34,750                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| COPELAND DENNIS<br>4041 PARK OAKS BOULEVARD, SUITE 200<br>TAMPA, FL 33610 |               |           | Senior Vice President |       |

## Signatures

/s/ Jonathan C. Gold, by power of attorney  
Date: 03/13/2009

\*\*Signature of Reporting Person

## 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) On March 11, 2009, Quality Distribution, Inc. (the "Company") canceled an option to purchase 85,000 shares of Common Stock of the Company granted to Mr. Copeland on November 13, 2003, and an option to purchase 12,500 shares of Common Stock of the Company granted to Mr. Copeland on January 3, 2007. In exchange, Mr. Copeland received a replacement option to purchase 34,750 shares of Common Stock of the Company with an exercise price equal to the closing market price of the underlying stock on March 11, 2009.
  - (2) The canceled option provided for vesting in four equal annual installments beginning on November 14, 2004.
  - (3) 50% of the cancelled options were to vest on January 3, 2010, and 50% of the cancelled options were to vest on January 3, 2011.
  - (4) The option vests in four equal annual installments beginning on March 11, 2010.

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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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