

CELADON GROUP INC
Form 4
March 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
MILLER MICHAEL

(Last) (First) (Middle)

35 EAST 85TH STREET

(Street)

NEW YORK, NY 10028

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CELADON GROUP INC [CLDN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2006

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)

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|
| | | | Code | V | Amount or Price (A) or (D) | | | | |
| Common Stock | 02/28/2006 | | M | | 16,500 (1) | A | \$ 2.07 (1) | 33,750 (1) | D |
| Common Stock | 02/28/2006 | | S | | 2,500 | D | \$ 24.4 | 31,250 | D |
| Common Stock | 02/28/2006 | | S | | 2,000 | D | \$ 24.3 | 29,250 | D |
| Common Stock | 02/28/2006 | | S | | 2,000 | D | \$ 24.33 | 27,250 | D |
| Common Stock | 03/01/2006 | | S | | 2,500 | D | \$ 24.31 | 24,750 | D |
| | 03/01/2006 | | S | | 2,500 | D | | 22,250 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----|-------|----------|
| Common Stock | | | | | \$ | 24.32 | |
| Common Stock | 03/01/2006 | S | 2,500 | D | \$ | 24.33 | 19,750 D |
| Common Stock | 03/01/2006 | S | 2,500 | D | \$ | 24.35 | 17,250 D |

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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Employee Director Stock Option (Right-to-Buy) | \$ 2.07 ⁽¹⁾ | 02/28/2006 | | M | 16,500 ⁽¹⁾ | 10/13/2001 04/13/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER MICHAEL 35 EAST 85TH STREET NEW YORK, NY 10028 | | X | | |

Signatures

/s/ Michael Miller, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC

03/02/2006

__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).
- (1) Adjusted to give effect to a three-for-two stock split to which all holders of record on February 1, 2006 of the issuer were entitled.
- (2) Upon exercise, the derivative security converts on a one-for-one basis into the issuer's Common Stock.

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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