Edgar Filing: EGL INC - Form 4

EGL INC

Form 4												
August 02, 20	007											
FORM						OMB APPROVAL						
	UNITED	Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no longe	or .									January 31, 2005		
subject to Section 16		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP C SECURITIES							Estimated a	average		
Form 4 or									burden hou response	•		
Form 5 obligation								e Act of 1934,				
See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940												
1(b).	cuon		,		r	,						
(Print or Type R	esponses)											
1. Name and Address of Reporting Person [*] 2. Issuer Name and Ticker or Tr						Frading	2	5. Relationship of Reporting Person(s) to				
HEVRDEJS FRANK J Symbol								Issuer				
				GL INC [EAGL] Date of Earliest Transaction				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of (Month/D		ansaction			X Director	10%	Owner		
C/O EGL, INC., 15350 VICKERY 08/02/20 DRIVE			-				Officer (give title Other (specify below)					
			endment, Date Original			6. Individual or Joint/Group Filing(Check						
			Ionth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
HOUSTON,	TX 77032								Iore than One Re			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	08/02/2007			D <u>(1)</u>	36,003		\$ 47.5	0	D			

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.

 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. Transactio Code (Instr. 8)	5. Number prof Derivativ Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	e Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 19.21	08/02/2007		D	7,50) (2)	02/23/2009	Common Stock	7,500	\$
Stock Options	\$ 21.535	08/02/2007		D	2,50) (2)	05/23/2011	Common Stock	2,500	\$
Stock Options	\$ 16.74	08/02/2007		D	2,50) (2)	05/23/2012	Common Stock	2,500	\$
Stock Options	\$ 20.25	08/02/2007		D	2,50) (2)	05/19/2014	Common Stock	2,500	\$
Stock Options	\$ 15.99	08/02/2007		D	2,50) (2)	05/13/2013	Common Stock	2,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HEVRDEJS FRANK J C/O EGL, INC. 15350 VICKERY DRIVE HOUSTON, TX 77032	Х							
Signatures								
Dana A. Carabin, Attorney-in-Fact		08/02/2007						
**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).
- Disposed of pursuant to merger agreement between the issuer and CEVA Group Plc ("CEVA"), under which each share of the issuer's
 (1) common stock (including any restricted shares, all of which vested in full on the effective date of the merger) was cancelled and converted into the right to receive \$47.50 in cash.
- (2) Options provided for vesting on the first anniversary of the date of grant. Under the merger agreement with CEVA, each option to purchase the issuer's common stock became fully vested and was cancelled and converted into the right to receive a cash payment equal to the number of shares of the issuer's common stock underlying such option multiplied by the excess of \$47.50 over the option exercise

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price.

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.