**EGL INC** Form 4 August 02, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

Expires:

3235-0287 Number: January 31,

**OMB APPROVAL** 

2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JHIN MICHAEL K			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			EGL IN	C [EAGL	J			(Chec	ck all applicable	e)
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			`	• • •	
			(Month/Da	ay/Year)				_X_ Director		Owner
C/O EGL, I DRIVE	NC., 15350 VIC	CKERY	08/02/20	007				Officer (give below)	e titleOthobelow)	er (specify
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)				Applicable Line)			
HOUSTON	, TX 77032							_X_ Form filed by Person	One Reporting Pe More than One Re	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Acc	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of
Security (Month/Day/Year) Execution		on Date, if Transaction(A) or Disposed of				Securities	Form: Direct	Indirect		
(Instr. 3)		any	D (57 )	Code	(D)	4 1	-	Beneficially	(D) or	Beneficial
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
						(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
a				Code V	Amount	(D)	Price	,		
Common Stock	08/02/2007(1)			D	7,764	D	\$ 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 SEC 1474 information contained in this form are not (9-02)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. Transaction Code (Instr. 8)	TransactionDerivative Code Securities		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	\$ 16.2	08/02/2007		D	10,000	(2)	05/22/2012	Common Stock	10,000	
Stock Options	\$ 15.99	08/02/2007		D	2,500	(2)	05/13/2013	Common Stock	2,500	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
JHIN MICHAEL K C/O EGL, INC. 15350 VICKERY DRIVE HOUSTON, TX 77032	X					

# **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 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.
- 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 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.

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