

QUALITY DISTRIBUTION INC  
Form 4  
August 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Ernst Melissa M

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)  
4041 PARK OAKS BOULEVARD,  
SUITE 200

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/18/2015

\_\_\_\_ Director  
 Officer (give title below) Sr. VP - HR and Driver Serv.  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

(Street)  
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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock <sup>(1)</sup>	08/18/2015		D		29,416 <sub>(2)</sub>	D	\$ 16 0

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.**

SEC 1474  
(9-02)

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

Edgar Filing: QUALITY DISTRIBUTION INC - Form 4

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 7.94	08/18/2015		D	15,000	<u>(4)</u>	01/03/2016	Common Stock	15,000
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(3)</u>	\$ 4.5	08/18/2015		D	1,334	<u>(3)</u>	01/02/2018	Common Stock	1,334
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 2.47	08/18/2015		D	7,500	<u>(4)</u>	01/29/2019	Common Stock	7,500
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 1.25	08/18/2015		D	5,720	<u>(4)</u>	03/11/2019	Common Stock	5,720
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 3.82	08/18/2015		D	5,625	<u>(4)</u>	11/04/2019	Common Stock	5,625
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 9.66	08/18/2015		D	10,000	<u>(4)</u>	01/21/2021	Common Stock	10,000
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 12.82	08/18/2015		D	3,150	<u>(4)</u>	02/13/2022	Common Stock	3,150
Non-Qualified Stock Option (Right to Buy) <u>(1)</u> <u>(4)</u>	\$ 6.48	08/18/2015		D	7,000	<u>(4)</u>	01/02/2023	Common Stock	7,000
Performance Restricted Stock Units <u>(1)</u> <u>(5)</u>	\$ 0	08/18/2015		D	36,800	<u>(5)</u>	12/31/2016	Common Stock	36,800



## Edgar Filing: QUALITY DISTRIBUTION INC - Form 4

consideration multiplied by 25% of the total number of shares of common stock subject to such performance stock award assuming vesting at the target level.

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.