

SCS TRANSPORTATION INC  
Form 8-K  
January 31, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

January 25, 2005

SCS Transportation, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-49983

48-1229851

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

4435 Main Street, Suite 930, Kansas City,  
Missouri

64111

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

816-960-3664

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



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**Item 1.01. Entry into a Material Definitive Agreement.**

On January 25, 2005, the Board of Directors of SCS Transportation, Inc. (the "Company") approved certain Performance Unit Awards pursuant to the SCS Transportation, Inc. 2003 Omnibus Incentive Plan (the "Plan"). The form of Performance Unit Award Agreement is attached hereto as Exhibit 99.1 and incorporated by reference into this Item 1.01. The following description of the Performance Unit Award Agreement is qualified in its entirety by reference to the form of Performance Unit Award Agreement as attached hereto:

The Plan permits the Compensation Committee to grant performance unit awards to eligible employees, including the executive officers of the Company, from time to time. Payment of earned performance unit awards is made to participants in cash. Participants earn the cash awards for the Company's total shareholder return performance relative to certain industry peers over the performance period. No award is payable in cash unless the Company has a positive shareholder return during the relevant performance period.

**Item 9.01. Financial Statements and Exhibits.**

10.1 Form of Performance Unit Award Agreement under SCS Transportation, Inc. 2003 Omnibus Incentive Plan

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCS Transportation, Inc.

*January 31, 2005*

By: *James J. Bellinghausen*

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*Name: James J. Bellinghausen*

*Title: Vice President of Finance and Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Form of Performance Unit Award Agreement under SCS Transportation, Inc. 2003 Omnibus Incentive Plan