

PACER INTERNATIONAL INC
 Form 4
 November 03, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 *
 ORRIS DONALD C

2. Issuer Name and Ticker or Trading Symbol
 PACER INTERNATIONAL INC
 [PACR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

C/O PACER INTERNATIONAL, 5251 DTC PARKWAY, SUITE 1000
 (Street)

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

GREENWOOD VILLAGE, CO 80111-2739
 (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 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 (A) or (D) Price			
Common Stock	10/30/2006	11/01/2006	S ⁽¹⁾	40,200 D \$ 31.075 ⁽²⁾	444,586	D	
Common Stock	10/31/2006	11/01/2006	S ⁽¹⁾	77,600 D \$ 30.8087 ⁽³⁾	366,986	D	
Common Stock	11/01/2006	11/01/2006	S ⁽¹⁾	64,500 D \$ 30.2633 ⁽⁴⁾	302,486	D	
	11/02/2006	11/03/2006	S ⁽¹⁾	22,900 D	279,586	D	

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Common Stock						\$			
						29.5358			
						(5)			
Common Stock	11/03/2006	11/03/2006	S(1)	26,600	D	\$	29.0894	252,986	D
						(6)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORRIS DONALD C C/O PACER INTERNATIONAL 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLAGE, CO 80111-2739	X		Chairman and CEO	

Signatures

/s/ Stephanie Talbert, attorney in fact
11/03/2006
**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) The sales of the shares reported in this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 30, 2006.
- (2) The sales of the shares were effected in 62 transactions on the date reported at prices ranging from \$30.71 to \$31.32 per share.
- (3) The sales of the shares were effected in 84 transactions on the date reported at prices ranging from \$30.45 to \$31.43 per share.
- (4) The sales of the shares were effected in 120 transactions on the date reported at prices ranging from \$29.56 to \$31.15 per share.
- (5) The sales of the shares were effected in 60 transactions on the date reported at prices ranging from \$29.25 to \$29.87 per share.
- (6) The sales of the shares were effected in 69 transactions on the date reported at prices ranging from \$28.78 to \$29.75 per share.

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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