## Edgar Filing: PACER INTERNATIONAL INC - Form 4/A

PACER INTERNATIONAL INC Form 4/A November 22, 2006

November 22,	2006											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
Washington, D.C. 20549									3235-	-0287		
Check this if no longer	r											
subject to Section 16. Form 4 or	SIAIEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005		
Form 4 or Form 5 obligations may continue. See Instruction 1(b). 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 Re	esponses)											
1. Name and Ad CLARKE AN	Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer						
		PACER INTERNATIONAL INC [PACR]				(Check all applicable)						
(Last)	3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director10% Owner Officer (give titleOther (specify							
PANTHER E PANTHER P	40	02/01/2	2005			below)	below)					
	4. If Amendment, Date Original Filed(Month/Day/Year) 02/02/2005				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>							
SEVILLE, O	H 44273						Person		oporting			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	-			
	. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Indirect Beneficia Ownersh (Instr. 4)	al ip		
				Code V	mount	(D) Thee						
Reminder: Repor	rt on a separate line	e for each cla	ass of sec	urities bene	-	-	-					
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)			
	Tab					posed of, or convertible	Beneficially Owner securities)	d				

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities

## Edgar Filing: PACER INTERNATIONAL INC - Form 4/A

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acc or I (D)	urities juired (A) Disposed of tr. 3, 4, 5)	(Month/Day/	'Year)	(Instr. 3 and	4)
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 19.54	02/01/2005		А		12,000	<u>(1)</u>	01/31/2015(2)	Common Stock	12,000

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
CLARKE ANDREW C PANTHER EXPEDITE 4940 PANTHER PARKWAY SEVILLE, OH 44273	X						
Signatures							
/s/ Lisa Ormand Taylor, attorne	У	11/22/2	2006				

in fact

\*\*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 options vest in four equal annual installments commencing on the first anniversary of the grant date.
- (2) This Amendment is being filed due to the incorrect expiration date listed on Table II of the Form 4 filed on 2/2/2005. The correct expiration date is 1/31/2015, NOT 1/31/2005.

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.