Edgar Filing: Bailey Adriene - Form 4

Bailey Adrien Form 4										
July 01, 2008								OMB A	PPROVAL	
	UNITED 5		URITIES A Vashington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed purson s. Section 17(a)	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						burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	esponses)									
1. Name and Ad Bailey Adrie	ldress of Reporting Po ne	Symbo	ER INTERN			-	5. Relationship of Issuer (Cheo	f Reporting Per ck all applicable		
(Last) ONE INDEP DRIVE, SUI	PENDENT	(Mont	e of Earliest Tra h/Day/Year) h/2008	ansaction			Director X Officer (give below) Pres, Who		6 Owner er (specify lal Svc	
	(Street)		mendment, Dat Month/Day/Year)	-			6. Individual or Jo Applicable Line) _X_ Form filed by			
JACKSONV	ILLE, FL 32202							More than One R		
(City)	(State) (Z	Zip) T	able I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	Code ar) (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3, Amount	l (A) o l of (D 4 and (A) or)	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	06/30/2008		А	8,000	А	\$0	13,103	D		

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.

 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Bailey Adriene ONE INDEPENDENT DRIVE SUITE 1250 JACKSONVILLE, FL 32202			Pres, Wholesale Intermodal Svc				

Signatures

/s/ Adriene 07/01/2008 Bailey

**Signature of

Date

Reporting Person

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).
- These shares were awarded as restricted stock under the Pacer International, Inc. 2006 Long Term Incentive Plan. The shares vest in
- (1) equal 25% increments over a 4-year period, with the first 25% vesting on June 1, 2009, subject as to a given increment to the employee's continued employment with the Company on the applicable vesting date.

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.