

PACER INTERNATIONAL INC
 Form 4
 May 12, 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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/09/2006

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 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)
				(A) or (D)	Price		
Common Stock	05/09/2006	05/10/2006	S ⁽¹⁾	24,500 D	\$ 34.48 (2)	776,848	D
Common Stock	05/10/2006	05/10/2006	S ⁽¹⁾	32,800 D	\$ 34.85 (3)	744,048	D
Common Stock	05/11/2006	05/12/2006	S ⁽¹⁾	31,700 D	\$ 33.82 (4)	712,348	D

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Common Stock 05/12/2006 05/12/2006 S⁽¹⁾ 21,800 D \$ 32.5⁽⁵⁾ 690,548 D

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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				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
ORRIS DONALD C C/O PACER INTERNATIONAL 5251 DTC PARKWAY, SUITE 1000 GREENWOOD VILLAGE, CO 80111-2739	X		Chairman, CEO and President	

Signatures

/s/ Lisa O. Taylor, attorney in fact 05/12/2006

**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 May 5, 2006.

(2) The sales were effected in 78 transactions on the date reported at prices ranging from \$34.02 to \$35.00 per share.

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- (3) The sales were effected in 91 transactions on the date reported at prices ranging from \$34.19 to \$35.31 per share.
- (4) The sales were effected in 90 transactions on the date reported at prices ranging from \$33.14 to \$34.93 per share.
- (5) The sales were effected in 32 transactions on the date reported at prices ranging from \$32.25 to \$33.05 per share.

Remarks:

Exhibit List

Exhibit 24.1 -- Power of Attorney

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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