

PACER INTERNATIONAL INC
 Form 4
 July 07, 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

(Last) (First) (Middle)

C/O PACER INTERNATIONAL, 5251 DTC PARKWAY, SUITE 1000

(Street)

GREENWOOD VILLAGE, CO 80111-2739

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 07/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	07/03/2006	07/05/2006	S ⁽¹⁾	11,700 D	\$ 33.16 (2)	592,348	D
Common Stock	07/05/2006	07/05/2006	S ⁽¹⁾	26,700 D	\$ 32.54 (3)	565,648	D
Common Stock	07/06/2006	07/07/2006	S ⁽¹⁾	33,200 D	\$ 32.89 (4)	532,448	D

Common Stock	07/07/2006	07/07/2006	S ⁽¹⁾	25,700	D	\$ 32.83 (5)	506,748	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Following Transaction (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

07/07/2006

**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 of the shares were effected in 40 transactions on the date reported at prices ranging from \$32.83 to \$33.56 per share.

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- (3) The sales of the shares were effected in 69 transactions on the date reported at prices ranging from \$32.25 to \$33.15 per share.
- (4) The sales of the shares were effected in 78 transactions on the date reported at prices ranging from \$32.44 to \$33.26 per share.
- (5) The sales of the shares were effected in 71 transactions on the date reported at prices ranging from \$32.33 to \$33.06 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. 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.