

RUSSELL STEPHEN
Form SC 13G/A
February 14, 2007

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| | UNITED STATES | OMB APPROVAL |
| | SECURITIES AND EXCHANGE COMMISSION | OMB Number: 3235-0145 |
| | Washington, D.C. 20549 | Expires: February 28, 2009 |
| | SCHEDULE 13G/A | Estimated average burden hours per response 10.4 |

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

CELADON GROUP, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

150838100

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

]

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

| | |
|---|--------------------------------|
| CUSIP No. | 150838100 |
| 1. Names of Reporting Persons | Stephen Russell |
| I.R.S. Identification Nos. of above persons (entities only) | |
| 2. Check the Appropriate Box if a Member of a Group (See Instructions) | |
| (a) <input type="checkbox"/> | |
| (b) <input type="checkbox"/> | |
| 3. SEC Use Only | |
| 4. Citizenship or Place of Organization | United States of America |
| 5. Sole Voting Power | 1,335,906 (1)(2)(3) |
| Number of Shares Beneficially Owned by Each Reporting Person With | 6. Shared Voting Power |
| | 0 |
| | 7. Sole Dispositive Power |
| | 1,335,906 (1)(2)(3) |
| | 8. Shared Dispositive Power |
| | 0 |
| 9. Aggregate Amount Beneficially Owned by Each Reporting Person | 1,335,906 (1)(2)(3) |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="checkbox"/> |
| 11. Percent of Class Represented by Amount in Row (9) | 5.7% |
| 12. Type of Reporting Person (See Instructions) | IN |

(1) Includes 42,188 shares of Common Stock issuable pursuant to original grant of 25,000 restricted stock units granted on October 30, 2003. The restricted stock units vest in annual 25% increments on the first through fourth anniversaries of the date of grant. Vesting is contingent upon the achievement of certain annual financial goals. The number of restricted stock units currently exercisable reported above has been adjusted for the 3-for-2 stock splits declared 02/01/2006 and 06/01/2006.

(2) Includes 28,125 options to purchase granted 8/1/97, which represent the remaining portion of the original grant of 25,000 options to purchase which vested by 8,334, 8,333, and 8,333 options and became exercisable on 8/1/98, 8/1/99, and 8/1/00, respectively. Includes 68,750 options to purchase granted 4/13/01 which represent the remaining portion of the original grant of 75,000 options of which 25,000 became exercisable on 4/13/02, 4/13/03, and 4/13/04,

respectively. Includes 157,500 options to purchase granted 4/4/02 which represent the original grant of 70,000 of which 23,334, 23,333, and 23,333 became exercisable on 4/4/03, 4/4/04, and 4/4/05, respectively. The number of options currently exercisable reported above has been adjusted for the 3-for-2 stock splits declared 02/01/2006 and 06/01/2006.

(3) Includes 42,000 shares held by Reporting Person's spouse, which the Reporting Person disclaims beneficial ownership of and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The Reporting Person's spouse owned these shares prior to her marriage to the Reporting Person.

Item 1(a). Name of Issuer:

Celadon Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

One Celadon Drive, 9503 E 33rd St, Indianapolis, IN 46235-4207

Item 2(a). Name of Person Filing:

Stephen Russell

Item 2(b). Address of Principal Business Office or, if none, Residence:

One Celadon Drive, 9503 E 33rd St, Indianapolis, IN 46235-4207

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

150838100

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) [Broker or dealer registered under Section 15 of the Act;
]
- (b) [Bank as defined in Section 3(a)(6) of the Act;
]
- (c) [Insurance company as defined in Section 3(a)(19) of the Act;
]
- (d) [Investment company registered under Section 8 of the Investment Company
] Act;
- (e) [An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
]
- (f) [An employee benefit plan or endowment fund in accordance with Rule
] 13d-1(b)(1)(ii)(F);
- (g) [A parent holding company or control person in accordance with Rule
] 13d-1(b)(1)(ii)(G);
- (h) [A savings association as defined in Section 3(b) of the Federal Deposit
] Insurance Act;
- (i) [A church plan that is excluded from the definition of an investment company
] under Section 3(c)(14) of the Investment Company Act;
- (j) [Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

[
]

Not applicable.

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Item 4. Ownership:

- (a) Amount beneficially owned: 1,335,906 (1)(2)(3)
- (b) Percent of class: 5.7%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 1,335,906 (1)(2)(3)
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 1,335,906 (1)(2)(3)
 - (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

Not applicable.

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(3) Includes 42,000 shares held by Reporting Person's spouse, which the Reporting Person disclaims beneficial ownership of and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose. The Reporting Person's spouse owned these shares prior to her marriage to the Reporting Person.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2007

/s/ Stephen Russell
Stephen Russell

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