

HEYWORTH ANTHONY  
Form 4  
December 16, 2005

**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 \*  
HEYWORTH ANTHONY

(Last) (First) (Middle)

ONE CELADON DRIVE, 9503  
EAST 33RD ST.

(Street)

INDIANAPOLIS, IN 46235-4207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CELADON GROUP INC [CLDN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/15/2005

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)

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	12/15/2005		M		8,000 A \$ 8.5	10,000	D
Common Stock	12/15/2005		S		300 D \$ 27.74	9,700	D
Common Stock	12/15/2005		S		900 D \$ 27.72	8,800	D
Common Stock	12/15/2005		S		2,700 D \$ 27.716	6,100	D
Common Stock	12/15/2005		S		200 D \$ 27.71	5,900	D

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Common Stock	12/15/2005	S	900	D	\$ 27.7	5,000	D
Common Stock	12/15/2005	S	100	D	\$ 27.67	4,900	D
Common Stock	12/15/2005	S	900	D	\$ 27.664	4,000	D
Common Stock	12/15/2005	S	300	D	\$ 27.66	3,700	D
Common Stock	12/15/2005	S	550	D	\$ 27.65	3,150	D
Common Stock	12/15/2005	S	100	D	\$ 27.64	3,050	D
Common Stock	12/15/2005	S	1,050	D	\$ 27.6	2,000	D

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 Security (Instr. 3 and 4)
Non-Employee Director Stock Option (Right to Buy)	\$ 8.5	12/15/2005		M	8,000	01/01/2000 07/01/2009	Common Stock 8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

HEYWORTH ANTHONY  
ONE CELADON DRIVE  
9503 EAST 33RD ST.  
INDIANAPOLIS, IN 46235-4207

X

## Signatures

/s/ Anthony Heyworth, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA filed  
previously with the Commission

12/16/2005

\_\_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) Upon exercise, the derivative security converts on a one-for-one basis into Common Stock. The reporting person does not have to pay for the derivative security upon grant. The exercise price of the derivative security is set forth in Column 2 of Table II of this report.

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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