

RUSSELL STEPHEN  
Form 4  
January 29, 2003

OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  Russell, Stephen  <hr/>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  Celadon Group, Inc. CLDN  <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>  <hr/>
One Celadon Drive  <hr/> <p style="text-align: center;"><i>(Street)</i></p> Indianapolis, IN 46235  <hr/> <p><i>(City)                      (State)                      (Zip)</i></p>	<b>4. Statement for</b> <i>(Month/Day/Year)</i>  January 2003  <hr/>	<b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>  <hr/>
Chief Executive Officer  <hr/>	<b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <i>(give title below)</i>  <input type="checkbox"/> Other <i>(specify below)</i>  Chief Executive Officer  <hr/>	<b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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			Code	V	Amount	(A) or (D)	Price		
Common Stock	1/28/03		P		745	A	\$7.98		

	1/28/03		P		4,255	A	\$8.00	766,704	D
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								32,000	I	By spouse
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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 <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
				Code V	(A) (D)
Employee Stock Option (Right to Buy)	\$13.625	6/20/95			25,000

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
(1) 6/20/05	Common Stock 25,000			D	
(1) 3/7/06	Common Stock 20,000			D	
(1) 8/1/07	Common Stock 25,000			D	
(1) 12/7/09	Common Stock 20,000			D	
(1) 4/13/01	Common Stock 75,000			D	
(1) 4/4/12	Common Stock 75,000			D	

**Explanation of Responses:**

(1) Options will become exercisable 1/3 per year each anniversary date of the grant date for three years, respectively.

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(2) Options will become exercisable the earlier of the date that the closing price for the Company's stock exceeds \$6.125 per share or the third anniversary of the date of the grant.

/S/ Stephen Russell

1/29/03

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\*\*Signature of Reporting  
Person

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Date

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\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Page 4