TROY JOSEPH J Form 4 August 10, 2012

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TROY JOSEPH J Issuer Symbol QUALITY DISTRIBUTION INC (Check all applicable) [QLTY] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title \_ Other (specify (Month/Day/Year) below) 4041 PARK OAKS BOULEVARD. 08/08/2012 E.V.P. and C.F.O. **SUITE 200** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **TAMPA**, FL 33610 Person

(City)	(State) (	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	ispose	d of	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/08/2012		P	4,720	A	\$ 9.59 (1)	4,720	I	By Joseph Troy Revocable Trust
Common Stock	08/10/2012		P	5,280	A	\$ 9.91 (2)	10,000	I	By Joseph Troy Revocable Trust

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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Tit		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·	Transactio		Expiration Date		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)		rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Secur		(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	(	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TROY JOSEPH J 4041 PARK OAKS BOULEVARD, SUITE 200 TAMPA, FL 33610

E.V.P. and C.F.O.

# **Signatures**

/s/ John T. Wilson,

attorney-in-fact 08/10/2012

\*\*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).

The price reported in Column 4 represents the weighted average purchase price of multiple transactions with a range of prices between \$9.565 and \$9.60, inclusive. Mr. Troy undertakes, upon request by the Commission, Quality Distribution, Inc. or a security holder of Quality Distribution, Inc., to provide full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

(2) The price reported in Column 4 represents the weighted average purchase price of multiple transactions with a range of prices between \$9.80 and \$10.00, inclusive.

#### Remarks:

**Exhibit List** 

Reporting Owners 2

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#### Exhibit 24 - 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. 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.