

YRC Worldwide Inc.  
Form 4  
March 05, 2014

**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 \*  
Pierson Jamie G.

2. Issuer Name and Ticker or Trading Symbol  
YRC Worldwide Inc. [YRCW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
10990 ROE AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2014

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President & CFO

OVERLAND PARK, KS 66211

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 03/04/2014                           |  | S                              |   | 700   | D  | \$ 25.0261<br>(1)                                     |
| Common Stock                    | 03/04/2014                           |  | S                              |   | 39,300  | D  | \$ 24.3379<br>(2)                                     |
| Common Stock                    | 03/04/2014                           |  | F(3)                           |   | 12,948  | D  | \$ 20.99  |
| Common Stock                    | 03/04/2014                           |  | F(4)                           |   | 7,825   | D  | \$ 20.99  |

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

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(9-02)

**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 Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| Pierson Jamie G.<br>10990 ROE AVENUE<br>OVERLAND PARK, KS 66211 |               |           | Executive<br>Vice President<br>& CFO |       |

## Signatures

/s/Leah K. Dawson, Attorney in Fact for Jamie G. Pierson  
Date: 03/05/2014

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.01 to \$25.04, inclusive. The Reporting Person undertakes to provide to YRC Worldwide Inc., any security holder of YRC Worldwide Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold 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 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.985, inclusive.
- (3) On February 25, 2014, 30,015 restricted shares of Mr. Pierson's newly-granted Company stock vested. On March 4, 2014, Mr. Pierson automatically surrendered 12,948 of the 30,015 newly-vested shares to the Company to satisfy tax withholding obligation triggered upon the February 25th vesting. The automatic surrender of newly-vested shares is the Company's default process for paying tax withholding

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obligations triggered upon the vesting of restricted stock.

- (4) On February 25, 2014, 16,666 restricted shares of Mr. Pierson's newly-granted Company stock vested. On March 4, 2014, Mr. Pierson automatically surrendered 7,825 of the 16,666 newly-vested shares to the Company to satisfy tax withholding obligation triggered upon the February 25th vesting. The automatic surrender of newly-vested shares is the Company's default process for paying tax withholding obligations triggered upon the vesting of restricted stock.

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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