

Giroir Scott D.
Form 3
May 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Giroir Scott D. | | (Month/Day/Year) | QUALITY DISTRIBUTION INC [QLTY] | |
| (Last) | (First) | (Middle) | 05/01/2013 | |
| 4041 PARK OAKS BOULEVARD, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| TAMPA, FL 33610 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Pres of Boasso America | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 24,529 | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (right to buy) | Â (1) | 12/18/2017 | Common Stock | 20,000 | \$ 4.39 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 01/29/2019 | Common Stock | 15,000 | \$ 2.47 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 11/04/2019 | Common Stock | 15,000 | \$ 3.82 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 01/21/2021 | Common Stock | 15,000 | \$ 9.66 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 02/13/2022 | Common Stock | 7,500 | \$ 12.82 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 01/02/2023 | Common Stock | 16,300 | \$ 6.48 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Giroir Scott D. 4041 PARK OAKS BOULEVARD, SUITE 200 TAMPA, FL 33610 | Â | Â | Â Pres of Boasso America | Â |

Signatures

/s/ John T. Wilson,
attorney-in-fact

05/13/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 options vested on anniversaries of the grant date through December 18, 2012.
- (2) The options vested on anniversaries of the grant date through January 29, 2013.
- (3) The options vest ratably over 4 years on each anniversary of the grant date. The first three installments vested on November 4, 2010, 2011 and 2012 and the remaining options vest on November 4, 2013.
- (4) The options vest ratably over 4 years on each anniversary of the grant date. The first two installments vested on January 21, 2012 and 2013 and the remaining options vest in two equal installments on January 21, 2014 and 2015.
- (5) The options vest ratably over 4 years on each anniversary of the grant date. The first installment vested on February 13, 2013 and the remaining options vest in three equal installments on February 13, 2014, 2015 and 2016.
- (6) The options vest ratably over 4 years on each anniversary of the grant date beginning January 2, 2014.

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Remarks:

Exhibit List:

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.

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