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QUALITY DISTRIBUTION INC

Reported by

WHITE THOMAS M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/25/11 for the Period Ending 01/21/11

Address	4041 PARK OAKS BOULEVARD SUITE 200 TAMPA, FL 33610
Telephone	8136305826
CIK	0000922863
Symbol	QLTY
SIC Code	4213 - Trucking, Except Local
Industry	Trucking
Sector	Transportation
Fiscal Year	12/31

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FORM 4

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

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

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
WHITE THOMAS M	**QUALITY DISTRIBUTION INC [QLTY]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **C/O APOLLO MANAGEMENT, L.P., 9 WEST 57TH STREET, 43RD FLOOR**	3. Date of Earliest Transaction (MM/DD/YYYY) **1/21/2011**	
(Street) **NEW YORK, NY 10019** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	**$9.66**	**1/21/2011**		**A**		**12500**		(1)	**1/21/2021**	**Common Stock**	**12500**	**$0**	**12500**	**D**	

Explanation of Responses:

(1) The options vest ratably over 2 years on each anniversary of the date of grant.

Remarks:

Mr. White is associated with Apollo Management, L.P. ("Management") and its affiliated investment managers. Management serves as the day-to-day manager of Apollo Investment Fund III, L.P., Apollo Overseas Partners III, L.P. and Apollo (U.K.) Partners III, L.P. (collectively, the "Apollo Funds"), which are each record holders of certain shares of Common Stock of Quality Distribution, Inc. Mr. White disclaims beneficial ownership of all securities of Quality Distribution, Inc. that may be deemed beneficially owned by the Apollo Advisors III, L.P. (the general partner of each of the Apollo Funds, "Advisors"), AIF III Management, Inc. (the general partner of Management) and Apollo Capital Management III, Inc. (the general partner of Advisors). This report shall not be deemed an admission that Mr. White is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities

Exchange Act of 1934, as amended, or for any other purpose.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE THOMAS M **C/O APOLLO MANAGEMENT, L.P.** **9 WEST 57TH STREET, 43RD FLOOR** **NEW YORK, NY 10019**	**X**			

Signatures

/s/ Jonathan C. Gold, by power of attorney **1/25/2011**

** Signature of Reporting Person — Date

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).

****** 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.

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