

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
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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 or
Section 30(h) 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)		
Rourke Mark B.			Schneider National, Inc. [SNDR]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & COO		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
3101 PACKERLAND DRIVE			11/9/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
GREEN BAY, WI 54313						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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			
Class B Common Stock	11/9/2017		S		200000	D	\$24.20	657194	D	

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				
Employee Stock Option-Right To Buy	\$19.0						<u>(U)</u>	4/5/2027	Class B Common Stock	41208.0		41208	D	

Explanation of Responses:

(1) These options vest in equal annual installments on each of the first four anniversaries of the grant date, which was April 5, 2017, subject to the employee's continued employment through the applicable vesting date.

Remarks:

Exhibit List: Exhibit No. 24 - Substitute Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rourke Mark B. 3101 PACKERLAND DRIVE GREEN BAY, WI 54313			EVP & COO	

Signatures

/s/ Joshua A. Agen, by power of attorney

11/13/2017

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SUBSTITUTE POWER OF ATTORNEY

September 27, 2017

Under the terms of powers of attorney (each, a "Power of Attorney") previously filed with the U.S. Securities and Exchange Commission, the undersigned was appointed an attorney-in-fact for the following individuals to, among other things, execute, deliver and file for and on behalf of the following individuals in their respective capacities as officers or directors of Schneider National, Inc. (the "Company") any Forms 3, 4 or 5, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder:

Shaleen Devgun
Thomas A. Gannon
Adam P. Godfrey
Robert W. Grubbs
Norman E. Johnson
Therese A. Koller
Christopher B. Lofgren
Lori A. Lutey
Steven J. Matheys
Mark B. Rourke
Daniel J. Sullivan
R. Scott Trumbull
Kathleen M. Zimmermann

In accordance with the authority granted under each Power of Attorney, including the power of substitution, the undersigned hereby appoints Joshua A. Agen as substitute attorney-in-fact, on behalf of each individual named above, with the power to exercise and execute all of the powers granted to or conferred upon the undersigned in the original Power of Attorney.

This Substitute Power of Attorney shall become effective as of the date first written above and shall remain in full force and effect with respect to each named individual until the named individual is no longer required to file Forms 3, 4 and 5 with respect to the named individual's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned or by the named individual in a signed writing delivered to the substitute attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Substitute Power of Attorney to be executed on the date first written above.

/s/ Paul J. Kardish

Paul J. Kardish

Attorney-in-Fact