

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * SULLIVAN DANIEL J <small>(Last) (First) (Middle)</small> 3101 SOUTH PACKERLAND DRIVE <small>(Street)</small> GREEN BAY, WI 54313 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Schneider National, Inc. [SNDR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/2/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	10/2/2017		A		1755 <small>(1)</small>	A	\$24.94 <small>(1)</small>	448701	D	
Class B Common Stock	10/2/2017		A		1254 <small>(2)</small>	A	\$0	449955	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	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Represents cash retainer amounts deferred as fully vested units under the Schneider National, Inc. Director Deferred Compensation Program. The units will be settled in shares of Class B common stock in accordance with the terms of the Program. The number of units was determined based on the closing share price of \$24.94 on October 2, 2017 pursuant to the terms of the Company's Director Compensation Policy.
- (2) Consists of 1,254 fully vested deferred stock units issued as equity retainer amounts and deferred under the Schneider National, Inc. Director Deferred Compensation Program. The units will be settled in shares of Class B common stock in accordance with the terms of the Program.

Remarks:

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SULLIVAN DANIEL J 3101 SOUTH PACKERLAND DRIVE GREEN BAY, WI 54313	X			

Signatures

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

10/3/2017

**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