### KNIGHT L RANDY

Form 4

December 15, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

**OMB APPROVAL** 

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KNIGHT L RANDY			2. Issuer Name <b>and</b> Ticker or Trading Symbol KNIGHT TRANSPORTATION INC [KNGT]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 5601 WEST	(First)	(Middle)		of Earliest Transaction Day/Year) 2004			_X_ Director 10% Owner Officer (give title Other (specify below)				
PHOENIX,	(Street) AZ 85043		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med 3. 4. Securities A n Date, if Transaction(A) or Dispose Code (Instr. 3, 4 and Day/Year) (Instr. 8)  (A) or Code V Amount (D)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock, par value \$0.01 per share	12/14/2004			G	1,925	D	\$ 23.4	4,422,241 (1)	I	Trust (2)	
Common Stock, par value \$0.01 per share	12/14/2004			G	1,172	D	\$ 23.88	4,421,069	I	Trust (2)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T:41-	or Name land		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Othe			

KNIGHT L RANDY 5601 WEST BUCKEYE ROAD X PHOENIX, AZ 85043

# **Signatures**

/s/ Randy
Knight

\*\*Signature of Date

\*\*Signature of Reporting Person

# **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).
- The number of shares owned by Mr. Knight were incorrectly reported on previous Form 4; share amount reflects the 3-for-2 stock split on (1) July 12, 2004. Mr. Knight previously reported 2,400 shares belonging to his mother which were held for convenience in a joint tenant account. The shares were transferred in his mother's name.
- Shares are held in trust, by a limited liability company for which Mr. Knight acts as manager and whose members include Mr. Knight and (2) trusts for the benefit of his four children, and by a child who shares the same household and over which Mr. Knight exercises voting power.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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