Carlson Todd F. Form 4 December 02, 2011

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction **SECURITIES**

1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 * Carlson Todd F.

2. Issuer Name and Ticker or Trading Symbol

KNIGHT TRANSPORTATION INC

[KNX]

(Last) (First) (Middle)

5601 WEST BUCKEYE ROAD

(Month/Day/Year) 11/30/2011

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner __X__ Other (specify Officer (give title

below) below) General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Ownership

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

PHOENIX, AZ 85043

Security

1.Title of

2. Transaction Date 2A. Deemed (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D)

Code V Amount (D) Price

(Instr. 3, 4 and 5) (A)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4)

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

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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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

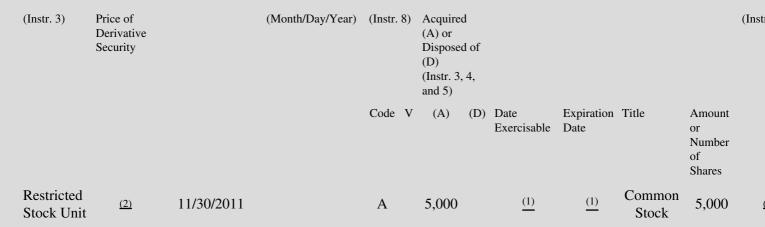
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Carlson Todd F.

5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043

General Counsel

Signatures

/Todd F. 12/02/2011 Carlson/

**Signature of Date
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).
- Restricted stock units were granted on November 30, 2011, the restricted stock units vest as follows: ten percent (10%) on November 30, 2012; fifteen percent (15%) on November 30, 2013; twenty percent (20%) on November 30, 2014; twenty-five percent (25%) on November 30, 2015; and thirty percent (30%) on November 30, 2016. Stock is issued when and as vested.
- (2) Each restricted stock unit represents a contingent right to receive one share of KNX common stock. The restricted stock units were received as a grant for no consideration.

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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