

KNIGHT TRANSPORTATION INC

Form 4

December 16, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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 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,  
 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 \*  
 KNIGHT KEVIN P

2. Issuer Name **and** Ticker or Trading  
 Symbol  
 KNIGHT TRANSPORTATION INC  
 [KNX]

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

(Last) (First) (Middle)

20002 NORTH 19TH AVENUE

(Street)

PHOENIX, AZ 85027

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/12/2013

4. If Amendment, Date Original  
 Filed(Month/Day/Year)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	(D)	Price

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

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SEC 1474  
 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Forward Sale Contract (obligation to sell)	(1) (2)	12/12/2013	J	150,000			(1)(2)	(1)(2)			Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT KEVIN P 20002 NORTH 19TH AVENUE PHOENIX, AZ 85027	X		Chief Executive Officer	

## Signatures

/s/ Kevin P.  
Knight  
12/16/2013

                     \*\*Signature of  
Reporting Person                      Date

## 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).

On December 12, 2013, the reporting person entered into a prepaid variable forward sale contract with an unaffiliated third party buyer. The contract obligates the reporting person to deliver to the buyer up to 150,000 shares (in 50,000 increments) of KNX common stock (or, at the reporting person's election, an equivalent amount of cash based on the market price of KNX common stock at that time) on the

(1) maturity dates of the contract: 50,000 on February 22, 2017; 50,000 on February 23, 2017; and 50,000 on February 24, 2017 (each a "Maturity Date"). In exchange for assuming this obligation, the reporting person will receive a cash payment of \$1,735,613.33 as of the date of entering into the contract. The reporting person pledged 150,000 shares of KNX common stock (the "Pledged Shares") to secure the

obligations under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge. The number of shares of KNX common stock to be delivered to the buyer on each Maturity Date is to be determined as follows: (a) if the Settlement Price is less than or equal to \$13.00 (the "Floor Price"), the reporting person will deliver to the buyer 50,000 shares; (b) if the Settlement

(2) Price is greater than the Floor Price but less than or equal to \$23.00 (the "Cap Price"), the reporting person will deliver to the buyer an amount of shares equal to: the product of 50,000 shares multiplied by the Floor Price, divided by the Settlement Price; and (c) if the Settlement Price is greater than the Cap Price, the reporting person will deliver to the purchaser the amount of shares equal to: 50,000 shares multiplied by the quotient of the Floor Price plus the Settlement Price minus the Cap Price, and divided by the Settlement Price.

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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