

KNIGHT TRANSPORTATION INC

Form 4

February 10, 2014

**FORM 4**
**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*  
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

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Updike James E. Jr.

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/06/2014

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec VP Sales and Marketing

PHOENIX, AZ 85027

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**

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	(A) or (D)	Price
Common Stock	02/06/2014		M		402	A	\$ 18.75
Common Stock	02/06/2014		S		402	D	\$ 21.35
Common Stock	02/07/2014		M		1,298	A	\$ 18.75
Common Stock	02/07/2014		M		4,000	A	\$ 18.2
Common Stock	02/07/2014		M		10,000	A	\$ 14.79

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Common Stock	02/07/2014	M	385	A	\$ 17.29	24,190.99	D
Common Stock	02/07/2014	M	4,615	A	\$ 17.29	28,805.99	D
Common Stock	02/07/2014	S	20,298	D	\$ 21.35	8,507.99	D

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.75	02/06/2014		M	402	01/31/2012 <sup>(1)</sup> 05/17/2016	Common Stock 402
Employee Stock Option (right to buy)	\$ 18.75	02/07/2014		M	1,298	01/31/2012 <sup>(1)</sup> 05/17/2016	Common Stock 1,298
Employee Stock Option (right to buy)	\$ 18.2	02/07/2014		M	4,000	01/31/2012 <sup>(1)</sup> 05/24/2017	Common Stock 4,000
Employee Stock Option (right to buy)	\$ 14.79	02/07/2014		M	10,000	01/31/2012 <sup>(1)</sup> 02/27/2018	Common Stock 10,000

Employee

Stock

Option  
(right to  
buy)

\$ 17.29

02/07/2014

M

385

01/31/2012<sup>(1)</sup>

05/21/2018

Common  
Stock

38

Employee

Stock

Option  
(right to  
buy)

\$ 17.29

02/07/2014

M

4,615

01/31/2012<sup>(1)</sup>

05/21/2018

Common  
Stock

4,61

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Updike James E. Jr. 20002 NORTH 19TH AVENUE PHOENIX, AZ 85027	Exec VP Sales and Marketing

## Signatures

/s/ James E.  
Updike, Jr.                      02/10/2014

\_\_Signature of Reporting                      Date  
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 Compensation Committee, as of January 23, 2012, approved accelerated vesting for all Employee Stock Options (right to buy)

(1) granted during the period beginning January, 2005 through December, 2008. All options granted during that time period were treated as fully vested and exercisable as of January 31, 2012

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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