

KNIGHT TRANSPORTATION INC

Form 4

April 25, 2014

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, 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 *
Miller Adam W

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, Secretary and Treasurer

20002 NORTH 19TH AVENUE

(Street)

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

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

PHOENIX, AZ 85027

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/25/2014		M		1,500 A \$ 18.75	7,990	D
Common Stock	04/25/2014		S		1,500 D \$ 24.2	6,490	D
Common Stock	04/25/2014		M		1,000 A \$ 18.77	7,490	D
Common Stock	04/25/2014		S		1,000 D \$ 24.2	6,490	D
Common Stock	04/25/2014		M		2,500 A \$ 18.2	8,990	D

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Common Stock	04/25/2014	S	2,500	D	\$ 24.2	6,490	D
Common Stock	04/25/2014	M	5,335	A	\$ 14.79	11,825	D
Common Stock	04/25/2014	S	5,335	D	\$ 24.2	6,490	D
Common Stock	04/25/2014	M	5,000	A	\$ 17.29	11,490	D
Common Stock	04/25/2014	S	5,000	D	\$ 24.2	6,490	D

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

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(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 (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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18.75	04/25/2014		M	1,500	01/31/2012 ⁽¹⁾ 05/17/2016	Common Stock	1,500
Employee Stock Option (right to buy)	\$ 18.77	04/25/2014		M	1,000	01/31/2012 ⁽¹⁾ 05/18/2016	Common Stock	1,000
Employee Stock Option (right to buy)	\$ 18.2	04/25/2014		M	2,500	01/31/2012 ⁽¹⁾ 05/24/2017	Common Stock	2,500

Employee
Stock
Option
(right to
buy)

\$ 14.79

04/25/2014

M

5,335

01/31/2012⁽¹⁾ 02/27/2018

Common
Stock

5,335

Employee
Stock
Option
(right to
buy)

\$ 17.29

04/25/2014

M

5,000

01/31/2012⁽¹⁾ 05/21/2018

Common
Stock

5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Adam W 20002 NORTH 19TH AVENUE PHOENIX, AZ 85027			CFO, Secretary and Treasurer	

Signatures

/s/ Adam Miller

04/25/2014

**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).

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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