

Carlson Todd F.
Form 4/A
April 11, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Carlson Todd F.

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)
09/08/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
General Counsel and Secretary

PHOENIX, AZ 85027

4. If Amendment, Date Original Filed(Month/Day/Year)
09/12/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock ⁽¹⁾	09/08/2017		D		7,257	D	0
Common Stock ⁽¹⁾	09/08/2017		D		13,381	D	0

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

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SEC 1474
(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 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)	Amount or Number of Shares
Restricted Stock Performance Units ⁽³⁾	<u>(4)</u>	09/08/2017		D	2,845 <u>(4)</u>	<u>(4)</u> 01/31/2019 ⁽⁴⁾	Common Stock	2,845 <u>(4)</u>
Restricted Stock Performance Units ⁽³⁾	<u>(4)</u>	09/08/2017		D	3,508 <u>(4)</u>	<u>(4)</u> 01/31/2020 ⁽⁴⁾	Common Stock	3,508 <u>(4)</u>
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	7,050	<u>(5)</u> <u>(5)</u>	Common Stock	7,050
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	1,000	<u>(6)</u> <u>(6)</u>	Common Stock	1,000
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	2,800	<u>(7)</u> <u>(7)</u>	Common Stock	2,800
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	3,748	<u>(8)</u> <u>(8)</u>	Common Stock	3,748
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 14.79	09/08/2017		D	9,000	<u>(9)</u> 11/25/2017	Common Stock	9,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 17.29	09/08/2017		D	5,000	<u>(10)</u> 05/21/2018	Common Stock	5,000

