KNIGHT KEITH T

Form 4

November 05, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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Check this box

Form 5 obligations may continue.

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

See Instruction

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting Person * KNIGHT KEITH T			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			KNIGHT TRANSPORTATION INC [KNGT]					(Check all applicable)				
(Last) (First) (Middle) 5601 WEST BUCKEYE ROAD			3. Date of Earliest Transaction (Month/Day/Year)					Director 10% OwnerX_ Officer (give title Other (specify				
			11/03/2004				below) below) Executive Vice President					
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person					
PHOENIX,	AZ 85043						For	•	ore than One Re	porting		
(City)	(State)	(Zip)	Tab	ole I - Non-D	Deriv	ative Securities Acq	uired, l	Disposed of,	or Beneficial	ly Owned		
1.Title of	2. Transaction Date					ecurities Acquired (A)		Amount of	6.	7. Natu		

` •	` '	` 1' 1ab	ie i - Non-	Derivative	Secui	riues Acquir	ea, Disposea oi,	or Beneficiali	y Ownea	
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired (A) for Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4	and 5	5)	Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock, par value	11/03/2004		J <u>(1)</u>	84,508	D	\$ 990,000	4,365,725 (2)	I	Trust	
\$0.01 per						,				

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

KNIGHT KEITH T 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043

Executive Vice President

Signatures

/s/ Keith T. 11/05/2004 Knight

**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).

84,508 shares were transferred to a limited liability company wholly owned by reporting person. Half of the membership interest in the limited liability company was transferred to two grantor retained annuity trusts (GRATs), of which reporting person is not a trustee. Half

- of the membership interest in the limited liability company was transferred to an irrevocable life insurance trust, of which reporting person is not a trustee or beneficiary. This Form 4 is to report the 42,254 shares attached to the portion of the membership interest transferred to the irrevocable life insurance trust, and the 42,254 shares attached to the portion of the membership interest transferred to the two GRATs.
- (2) Reflects stock split on July 12, 2004

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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