

KNIGHT TRANSPORTATION INC  
 Form 4  
 February 10, 2014

**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

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

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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)	Amount or Number of Shares	
				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

385

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

4,615

## 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  
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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