Edgar Filing: MARTEN TRANSPORT LTD - Form 4

MARTEN TI Form 4 October 26, 2	RANSPORT LTE 2007)								
FORM	Δ							OMB APPROVAL		
		RITIES AND EXCHANGE COMMISSI shington, D.C. 20549				OMB Number:	3235-0287			
Check thi if no long subject to	er STATEM								January 31, 2005 Verage	
Section 10 Form 4 or	SECUR	SECURITIES					Estimated average burden hours per response 0.5			
Form 5 obligation may conti <i>See</i> Instru 1(b).	^{ns} Section 17(a) of the Pub	tion 16(a) of the lic Utility Hold the Investment	ling Com	ipany	y Act of	1935 or Section			
(Print or Type R	Responses)									
1. Name and A MARTEN R	mbol	suer Name and Ticker or Trading ol RTEN TRANSPORT LTD			5. Relationship of Reporting Person(s) to Issuer					
	IRTN]	SFORT		,	(Check all applicable)					
(Month/D			Date of Earliest Tra onth/Day/Year) /26/2007	-			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Chairman, President & CEO			
	If Amendment, Dat	nendment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check				
MONDOVI,	ed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip)	Table I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Code Year) (Instr. 8)	(Instr. 3, 4	spose 4 and (A) or	d of (D) 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)		
Common Stock	10/26/2007		Code V P		(D) A	Price \$ 14.03	5,111,657	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transac Code (Instr. 8	 5. ctionNumber of Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) 	(Month/Day ve s 1	Date	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MARTEN RANDOLPH L 129 MARTEN STREET MONDOVI, WI 54755	Х	Х	Chairman, President & CEO					
Signatures								
/s/ James J. Hinnendael, attorney-in-fact	10/26/2	10/26/2007						
<u>**</u> Signature of Reporting Person		Date						
Evaluation of Responses:								

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).

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.