

JACKSON DAVID A
Form 4
June 02, 2009

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 *
JACKSON DAVID A

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)
5601 WEST BUCKEYE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2009

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Financial Officer

PHOENIX, AZ 85043

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)	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)	
Common Stock, par value \$0.01 per share	05/29/2009		A	5,063	A	\$ 4.395 (1)	5,063	D
Common Stock, par value \$0.01 per share	05/29/2009		S	5,063	D	\$ 17.8042	0	D
Common Stock, par value \$0.01 per share	05/29/2009		A	3,375	A	\$ 4.8889 (2)	3,375	D

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	05/29/2009	S	3,375	D	\$ 17.8042	0		D
Common Stock, par value \$0.01 per share	05/29/2009	A	3,375	A	\$ 8.4445 (3)	3,375		D
Common Stock, par value \$0.01 per share	05/29/2009	S	3,375	D	\$ 17.8042	0		D
Common Stock, par value \$0.01 per share	05/29/2009	A	2,362	A	\$ 11.4356 (4)	2,362		D
Common Stock, par value \$0.01 per share	05/29/2009	S	2,362	D	\$ 17.8042	0		D
Common Stock, par value \$0.01 per share	05/29/2009	A	7,500	A	\$ 12.5734 (5)	7,500		D
Common Stock, par value \$0.01 per share	05/29/2009	S	7,500	D	\$ 17.8042	0		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)**

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Common Stock, par value, \$0.01 per share	\$ 4.395 <u>(1)</u>	05/29/2009		M		5,063		03/01/2004 02/28/2011 Common Stock	5,063
Common Stock, par value \$0.01 per share	\$ 4.8889 <u>(2)</u>	05/29/2009		M		3,375		09/18/2004 09/17/2011 Common Stock	3,375
Common Stock, par value \$0.01 per share	\$ 8.4445 <u>(3)</u>	05/29/2009		M		3,375		06/15/2005 06/04/2012 Common Stock	3,375
Common Stock, par value \$0.01 per share	\$ 11.4356 <u>(4)</u>	05/29/2009		M		2,362		08/07/2006 08/06/2013 Common Stock	2,362
Common Stock, par value \$0.01 per share	\$ 12.5734 <u>(5)</u>	05/29/2009		M		7,500		12/31/2004 08/05/2014 Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON DAVID A 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043			Chief Financial Officer	

Signatures

/David A.
Jackson/

06/02/2009

__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).

- (1) An option was granted on March 1, 2001 with an exercise price of \$4.395.
- (2) An option was granted on September 18, 2001 with an exercise price of \$4.8889.
- (3) An option was granted on June 5, 2002 with an exercise price of \$8.4445.
- (4) An option was granted on August 7, 2003 with an exercise price of \$11.4356.
- (5) An option was granted on August 6, 2004 with an exercise price of \$12.5734.

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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