

KNIGHT TRANSPORTATION INC
 Form 4
 April 25, 2014

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 *
 Miller Adam W

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)
 04/25/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO, Secretary and Treasurer

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) | 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) | Price | | |
| Common Stock | 04/25/2014 | | M | V | 1,500 A \$ 18.75 | 7,990 | D |
| Common Stock | 04/25/2014 | | S | | 1,500 D \$ 24.2 | 6,490 | D |
| Common Stock | 04/25/2014 | | M | | 1,000 A \$ 18.77 | 7,490 | D |
| Common Stock | 04/25/2014 | | S | | 1,000 D \$ 24.2 | 6,490 | D |
| Common Stock | 04/25/2014 | | M | | 2,500 A \$ 18.2 | 8,990 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 04/25/2014 | S | 2,500 | D | \$ 24.2 | 6,490 | D |
| Common Stock | 04/25/2014 | M | 5,335 | A | \$ 14.79 | 11,825 | D |
| Common Stock | 04/25/2014 | S | 5,335 | D | \$ 24.2 | 6,490 | D |
| Common Stock | 04/25/2014 | M | 5,000 | A | \$ 17.29 | 11,490 | D |
| Common Stock | 04/25/2014 | S | 5,000 | D | \$ 24.2 | 6,490 | 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.

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(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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 18.75 | 04/25/2014 | | M | 1,500 | 01/31/2012 ⁽¹⁾ 05/17/2016 | Common Stock | 1,500 |
| Employee Stock Option (right to buy) | \$ 18.77 | 04/25/2014 | | M | 1,000 | 01/31/2012 ⁽¹⁾ 05/18/2016 | Common Stock | 1,000 |
| Employee Stock Option (right to buy) | \$ 18.2 | 04/25/2014 | | M | 2,500 | 01/31/2012 ⁽¹⁾ 05/24/2017 | Common Stock | 2,500 |

Employee
Stock
Option
(right to
buy)

\$ 14.79

04/25/2014

M

5,335

01/31/2012⁽¹⁾ 02/27/2018

Common
Stock

5,335

Employee
Stock
Option
(right to
buy)

\$ 17.29

04/25/2014

M

5,000

01/31/2012⁽¹⁾ 05/21/2018

Common
Stock

5,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Adam W 20002 NORTH 19TH AVENUE PHOENIX, AZ 85027 | | | CFO, Secretary and Treasurer | |

Signatures

/s/ Adam Miller

04/25/2014

**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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