

Liu Michael K
Form 4
August 06, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Liu Michael K

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)
08/04/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Pres., Dry Van Division

PHOENIX, AZ 85043

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	08/04/2009		A		2,209	A	\$ 4.8889 (1)	2,209	D
Common Stock, par value \$0.01 per share	08/04/2009		A		2,000	A	\$ 8.4445 (2)	4,209	D
Common Stock, par	08/04/2009		S		4,209	D	\$ 0 18.3972		D

value (3)
 \$0.01 per
 share

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)

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
Common Stock, par value \$0.01 per share	\$ 4.8889 (1)	08/04/2009		M	2,209	09/18/2006 09/17/2010	Common Stock	2,209
Common Stock, par value \$0.01 per share	\$ 8.4445 (2)	08/04/2009		M	2,000	06/05/2007 06/04/2012	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Liu Michael K 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043			Pres., Dry Van Division	

Signatures

/s/ Michael K.
Liu

08/06/2009

__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 September 18, 2001 with an exercise price of \$4.8889 per share.
- (2) An option was granted on June 5, 2002 with an exercise price of \$8.4445 per share.

- This transaction was executed in multiple trades at prices ranging from \$18.39 to \$18.41 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, Knight Transportation, Inc. or a shareholder of Knight Transportation, Inc., full information regarding the number of shares and prices at which the transaction was effected.
- (3)

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.