

KNIGHT TRANSPORTATION INC  
 Form 4  
 February 23, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**KNIGHT KEVIN P**

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)  
**02/22/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Executive Chairman**

**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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2017		J/K <sup>(1)(2)</sup>			34,350	D	\$ 31.95 <u>(1) (2)</u>	2,812,797	I	Trust
Common Stock	02/23/2017		J/K <sup>(1)(2)</sup>			34,177	D	\$ 31.6 <u>(1) (2)</u>	2,778,610	I	Trust

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

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SEC 1474  
 (9-02)



## Edgar Filing: KNIGHT TRANSPORTATION INC - Form 4

The number of shares of KNX common stock to be delivered to the Buyer on each Maturity Date is determined as follows: (a) if the Settlement Price is less than or equal to \$13.00 (the "Floor Price"), the reporting person delivers to the buyer 50,000 shares; (b) if the Settlement Price is greater than the Floor Price but less than or equal to \$23.00 (the "Cap Price"), the reporting person delivers to the buyer an amount of shares equal to: the product of 50,000 shares multiplied by the Floor Price, divided by the Settlement Price; and (c) if the Settlement Price is greater than the Cap Price, the reporting person delivers to the buyer the amount of shares equal to: 50,000 shares multiplied by the quotient of the Floor Price plus the Settlement Price minus the Cap Price, and divided by the Settlement Price.

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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