

KNIGHT TRANSPORTATION INC
 Form 4
 February 23, 2017

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 *
 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 ⁽¹⁾⁽²⁾					\$ 31.95 <u>(1)</u> <u>(2)</u>	2,812,797	I	Trust
Common Stock	02/23/2017		J/K ⁽¹⁾⁽²⁾					\$ 31.6 <u>(1)</u> <u>(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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 (9-02)

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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 Security (Instr. 3 and 4)
Forward sale contract (obligation to sell)	(1) (2)	02/22/2017		J/K(1)(2)	34,350	02/22/2017 02/22/2017	Common Stock 34
Forward sale contract (obligation to sell)	(1) (2)	02/23/2017		J/K(1)(2)	34,177	02/23/2017 02/23/2017	Common Stock 34

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT KEVIN P 20002 NORTH 19TH AVENUE PHOENIX, AZ 85027	X		Executive Chairman	

Signatures

/s/ Jessica Benford,
Attorney-in-Fact
Date: 02/24/2017

**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).

On December 12, 2013, the reporting person entered into a prepaid variable forward sale contract with an unaffiliated third party buyer. The contract obligated the reporting person to deliver to the buyer up to 150,000 (in 50,000 increments) of KNX common stock (or, at the reporting person's election, an equivalent amount of cash based on the market price of KNX common stock at that time) on the maturity dates of the contract: 50,000 on February 22, 2017; 50,000 on February 23, 2017; and 50,000 on February 24, 2017 (each a "Maturity Date"). In exchange for assuming this obligation, the reporting person received a cash payment of \$1,735,613.33 as of the date of entering into the contract. The reporting person pledged 150,000 shares of KNX common stock (the "Pledged Shares") to secure the obligations under the contract, and retained dividend and voting rights in the Pledged Shares during the term of the pledge.

(2)

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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. 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.