

COVENANT TRANSPORT INC

Form 4

February 18, 2005

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 *
TOWE RICHARD L

2. Issuer Name **and** Ticker or Trading
 Symbol
COVENANT TRANSPORT INC
[CVTI]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

400 BIRMINGHAM HIGHWAY

(Street)

CHATTANOOGA, TN 37419

(City)

(State)

(Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/16/2005

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

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)

Sr VP - Driver Services

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ Form filed by One Reporting Person
 ____ Form filed by More than One Reporting
 Person

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)
Class A Common Stock				(A) or (D)	275	I	By 401(k) Plan ⁽¹⁾

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

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 information contained in this form are not
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SEC 1474
 (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 Underlying Sec (Instr. 3 and 4)
Employee Stock Option (Right-to-Buy) Class A Common Stock	\$ 21.43	02/16/2005		A	1,255	02/16/2005 02/16/2015 ⁽²⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TOWE RICHARD L 400 BIRMINGHAM HIGHWAY CHATTANOOGA, TN 37419	Sr VP - Driver Services

Signatures

/s/ Richard L. Towe, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC 02/18/2005

__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) The number of shares reported beneficially owned following the reported transaction is equal to the reporting person's February 16, 2005, account balance, the latest balance available under the plan, in the employer stock fund under the issuer's 401(k) Plan divided by the closing price on February 16, 2005. The fund is unitized and as such does not itself allocate a specific number of shares to each participant.
- (2) The option to purchase is subject to earlier termination in the event of termination of the reporting person's employment with the issuer. Termination provisions are set forth in the stock option agreement between the reporting person and the issuer and in the issuer's 2003 Incentive Stock Plan.
- (3) Upon exercise, the derivative security converts on a one-for-one basis into Class A Common Stock. The reporting person does not have to pay for the derivative security upon grant. The exercise price of the derivative security is set forth in Column 2 of Table II of this report.
- 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.