KNIGHT TRANSPORTATION INC

Form 4/A April 07, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SALMON MATTHEW Issuer Symbol KNIGHT TRANSPORTATION INC (Check all applicable) [KNX] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 5601 WEST BUCKEYE ROAD 06/15/2004 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 06/15/2004 _ Form filed by More than One Reporting PHOENIX, AZ 85043 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1.Title of 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially (D) or Indirect Beneficial Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership (I) (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exercisable and Expiration | 7. Title and Amount |
|-------------|-------------|---------------------|--------------------|------------------------|------------|------------------------------------|----------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction Derivative | | Date | Underlying Securitie |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | (I (| Acquired (A) or Disposed (D) (Instr. 3, and 5) | l of | | | | |
|--|------------------------------------|------------|------------------|-----------|-------------|---|------|------------------|-----------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (right to buy) | \$ 16.3733 (2) | 06/15/2004 | 06/01/2004 | A | | 750 (2) | | 01/02/2005(1) | 03/16/2006(3) | Common Stock, par value \$0.01 per share | 750 9 |
| Director Stock Option (right to buy) | \$ 16.5533 (2) | 06/01/2003 | | A | , | 2,250 (2) | | 01/01/2004 | 03/16/2006(3) | Common Stock, par value \$0.01 per share | 2,25 (2) |
| Director Stock Option (right to buy) | \$ 6.77 (2) | 05/08/2001 | | A | ; | 8,437 (2) | | 05/08/2002 | 03/16/2006(3) | Common Stock, par value \$0.01 per share | 8,43 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| 1 0 | Director | 10% Owner | Officer | Other | |
| SALMON MATTHEW 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043 | X | | | | |

Signatures

Matt Salmon 04/07/2005

**Signature of Person Date

**Reporting Person

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).

Pursuant to the Knight Transportation, Inc. 2003 Stock Option Plan, every June 1 while the plan is in effect, independent directors automatically receive a stock option grant of 500 shares of Knight common stock, the exercise price of which is the fair market value as of June 1. The stock options granted are not exercisable until seven months after the date of the grant and are forfeitable if the director terminates his service as a director of Knight Transportation, Inc. within one year after the date of the stock option grant. The stock options expire on the earlier of (a) one year after the director terminates his service as a director of Knight Transportation, Inc., or (b) ten years after the date of the grant.

Reporting Owners 2

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- Total options on previous report were incorrectly computed. No new options have been granted since the previous report. Additionally,
- (2) this Amended Form 4 accounts for the 3 for 2 stock split in July, 2004. This Amended Form 4 summarizes all options currently held by Mr. Salmon.
- (3) On March 16, 2005, Mr. Salmon resigned as a director of Knight Transportation, Inc. Pursuant to the terms of his stock options, the options will terminate one year from the date of his resignation.

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.