

KNIGHT KEVIN P  
Form 5  
February 14, 2012

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
12/30/2011

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

5601 WEST BUCKEYE ROAD

(Street)

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

6. Individual or Joint/Group Reporting  
(check applicable line)

PHOENIX, AZ 85043

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/20/2011	Â	G	850 D	\$ 15.26	4,933,711 (1)	I Trust
Common Stock	12/20/2011	Â	G	850 D	\$ 15.26	4,932,861	I Trust
Common Stock	12/20/2011	Â	G	850 D	\$ 15.26	4,932,011	I Trust
Common Stock	12/20/2011	Â	G	850 D	\$ 15.26	4,931,161	I Trust

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Common Stock	12/21/2011	Â	G	7,581	D	\$ 15.42	4,923,580	I	Trust
Common Stock	12/21/2011	Â	G	33,000	D	\$ 15.42	4,890,580	I	Trust
Common Stock	12/21/2011	Â	G	33,000	D	\$ 15.42	4,857,580	I	Trust
Common Stock	12/21/2011	Â	G	33,000	D	\$ 15.42	4,824,580	I	Trust
Common Stock	12/21/2011	Â	G	33,000	D	\$ 15.42	4,791,580	I	Trust
Common Stock	12/21/2011	Â	G	8,775 <sup>(2)</sup>	D	\$ 15.42	4,782,805 <sup>(2)</sup>	I	Trust
Common Stock	12/21/2011	Â	G	103,510 <sup>(2)</sup>	D	\$ 15.42	4,679,295 <sup>(2)</sup>	I	Trust
Common Stock	12/21/2011	Â	G	29,475 <sup>(2)</sup>	D	\$ 15.42	4,649,820 <sup>(2)</sup>	I	Trust
Common Stock	12/21/2011	Â	G	41,405 <sup>(3)</sup>	D	\$ 15.42	4,608,415 <sup>(3)</sup>	I	Trust

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. Price of Derivative Security (Instr. 5)	9. of
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(A)	(D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other  
 Â X              Â                      Â

KNIGHT KEVIN P  
5601 WEST BUCKEYE ROAD  
PHOENIX, AZ 85043

Chief  
Executive  
Officer

## Signatures

/s/ Kevin Knight                      02/14/2012

\*\*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 amount of securities beneficially owned by Mr. Knight has been adjusted by 3,960 shares pursuant to an amended Form 4 filed immediately prior to this Form 5.
- (2) Gift of shares to an irrevocable trust for the benefit of Mr. and Mrs. Knight and their children, but controlled by a third party trustee.
- (3) Gift of shares to an irrevocable trust for the benefit of Mr. Knight and his children, but controlled by a third party trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.