NASH TIMOTHY P Form 4

March 04, 2013

## FORM 4

subject to

Section 16.

Form 4 or

obligations

may continue.

(Print or Type Responses)

Form 5

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

Check this box if no longer CTLA TERMENTE OF CHAINCRE IN DENIENCE.

# 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

See Instruction 1(b).

Stock

1. Name and Address of Reporting Person * NASH TIMOTHY P			2. Issuer Name and Ticker or Trading Symbol MARTEN TRANSPORT LTD [MRTN]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) 129 MART	(Last) (First) (Middle) 29 MARTEN STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/01/2013					Director 10% Owner Officer (give title Other (specify below)  Exec. VP of Sales & Marketing			
MONDOVI	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any		on Date, if Transaction Code Day/Year) (Instr. 8)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A)  or  Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) (Instr. 4)  7. Nature of Reneficial Ownership (Instr. 4)			
Common Stock	03/01/2013			A	2,277 (1)	A	\$ 0	11,691.51 (2)	D			
Common	03/01/2013			F	502	D	\$	11,189.51 <u>(2)</u>	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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**OMB APPROVAL** 

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January 31,

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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.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer 10% Owner Other Director

NASH TIMOTHY P Exec. VP of 129 MARTEN STREET Sales & MONDOVI, WI 54755 Marketing

### **Signatures**

/s/ James J. Hinnendael, 03/04/2013 attorney-in-fact

\*\*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) Includes 1,656 shares that the reporting person has deferred under the Issuer's deferred compensation plan.
- Includes: (i) 900 shares granted under a Performance Unit Award Agreement that vest on 12/31/2013 through 12/31/2014, (ii) 900 shares granted under a Performance Unit Award Agreement that vest on 12/31/2013 through 12/31/2015, (iii) 1,140 shares granted under a Performance Unit Award Agreement that vest on 12/31/2013 through 12/31/2016 and (iv) 5,002.51 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

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.

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