

JOHNSON ROBERT L/AZ
Form 4
November 12, 2004

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 *
JOHNSON ROBERT L/AZ

2. Issuer Name and Ticker or Trading Symbol
KNIGHT TRANSPORTATION INC
[KNGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5601 WEST BUCKEYE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2004

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

PHOENIX, AZ 85043

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/10/2004		M		2,250	A	\$ 7.3333
Common Stock, par value \$0.01 per share	11/10/2004		M		2,812	A	\$ 4.2777
Common Stock, par	11/10/2004		S		2,012	D	\$ 24
					5,300	D	

value
\$0.01 per
share

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 4.2777 <u>(1)</u>	11/10/2004		M	2,812 <u>(1) (6)</u>	<u>(6)</u> 10/13/2010	Common Stock	5,625 <u>(1)</u>
Employee Stock Option (Right to Buy)	\$ 7.3333 <u>(2)</u>	11/10/2004		M	2,250 <u>(2) (7)</u>	<u>(7)</u> 09/17/2011	Common Stock	6,750 <u>(2)</u>
Employee Stock Option (Right to Buy)	\$ 12.6667 <u>(3)</u>	06/05/2002 ⁽³⁾		J ⁽³⁾	4,500 <u>(3)</u>	<u>(8)</u> 06/04/2012	Common Stock	4,500 <u>(3)</u>
Employee Stock Option (Right to Buy)	\$ 17.1533 <u>(4)</u>	08/07/2003 ⁽⁴⁾		J ⁽⁴⁾	4,875 <u>(4)</u>	<u>(9)</u> 08/06/2013	Common Stock	4,875 <u>(4)</u>
Employee Stock Option (Right to Buy)	\$ 15.8067 <u>(5)</u>	03/19/2004 ⁽⁵⁾		J ⁽⁵⁾	5,250 <u>(5)</u>	<u>(10)</u> 03/18/2014	Common Stock	5,250 <u>(5)</u>

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ROBERT L/AZ 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043				Controller

Signatures

/s/ Robert L.
Johnson 11/12/2004

**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) This option was previously reported as covering 3,750 shares at an exercise price of \$ 6.4166 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004.
- (2) This option was previously reported as covering 4,500 shares at an exercise price of \$11.00 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004.
- (3) This option was previously reported as covering 3,000 shares at an exercise price of \$19.00 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004. The reporting on this Form 4 is to reflect the adjusted number of shares and exercise price; no new options were granted.
- (4) This option was previously reported as covering 3,250 shares at an exercise price of \$25.73 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004. The reporting on this Form 4 is to reflect the adjusted number of shares and exercise price; no new options were granted.
- (5) This option was previously reported as covering 3,500 shares at an exercise price of \$23.71 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004. The reporting on this Form 4 is to reflect the adjusted number of shares and exercise price; no new options were granted.
- (6) This option is subject to a vesting schedule. 2,812 shares vested on October 13, 2004; the remaining 2,813 shares will vest on October 13, 2005.
- (7) This option is subject to a vesting schedule. 2,250 shares vested on September 18, 2004; the remaining shares will vest in equal annual installments on September 18, 2005, and 2006.
- (8) This option will vest in three equal annual installments on June 5, 2005, 2006, and 2007.
- (9) This option will vest in five equal annual installments on August 7, 2006, 2007, 2008, 2009, and 2010.
- (10) This option will vest in five equal annual installments on March 19, 2007, 2008, 2009, 2010, and 2011.

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.