

JOHNSON ROBERT L/AZ

Form 4

October 25, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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
[KNX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5601 WEST BUCKEYE ROAD

(Street)

PHOENIX, AZ 85043

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2005

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

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

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)
Common Stock, par value \$0.01 per share	10/24/2005		M	1,500 A	\$ 12.6667 6,800	D	
Common Stock, par value \$0.01 per share	10/24/2005		M	2,250 A	\$ 7.3333 9,050	D	
Common Stock, par	10/24/2005		M	2,813 A	\$ 4.2777 11,863	D	

Edgar Filing: JOHNSON ROBERT L/AZ - Form 4

value
\$0.01 per
share

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.

SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.6667 <u>(1)</u>	10/24/2005		M		1,500		06/05/2005	06/04/2012	Common Stock	1,500
Employee Stock Option (Right to Buy)	\$ 7.3333 <u>(2)</u>	10/24/2005		M		2,250		09/18/2005	09/17/2011	Common Stock	2,250
Employee Stock Option (Right to Buy)	\$ 4.2777 <u>(3)</u>	10/24/2005		M		2,813		10/13/2005	10/13/2010	Common Stock	2,813

Reporting Owners

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

PHOENIX, AZ 85043

Signatures

/s/ Robert L.

Johnson

10/25/2005

__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) An option was granted on June 5, 2002, at an exercise price of \$12.6667 per share.
- (2) This option is subject to a vesting schedule. 2,250 shares vested on September 18, 2005, at an exercise price of \$7.3333, with the remaining to vest on September 18, 2006.
- (3) This option is subject to a vesting schedule. The remaining 2,813 shares vested on October 13, 2005, at an exercise price of \$4.2777.

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.