

KNIGHT KEVIN P  
Form 5  
February 14, 2012

**FORM 5**

**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).  
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

## OMB APPROVAL

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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

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/20/2011                              | Â                                                           | G                                       | 850                                                                     | (A)<br>or<br>(D)<br>Price<br>\$ 4,933,711<br>15.26 (1)                                                          | I                                                                       | Trust                                                             |
| Common<br>Stock                       | 12/20/2011                              | Â                                                           | G                                       | 850                                                                     | \$ 4,932,861<br>15.26                                                                                           | I                                                                       | Trust                                                             |
| Common<br>Stock                       | 12/20/2011                              | Â                                                           | G                                       | 850                                                                     | \$ 4,932,011<br>15.26                                                                                           | I                                                                       | Trust                                                             |
| Common<br>Stock                       | 12/20/2011                              | Â                                                           | G                                       | 850                                                                     | \$ 4,931,161<br>15.26                                                                                           | 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.

**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)

**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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |                                            |       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director  
Â X

10% Owner  
Â

Officer

Other  
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.