

KNIGHT KEITH T
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

OMB
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1. Name and Address of Reporting Person *
KNIGHT KEITH T

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)
Executive Vice President

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 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)	Amount or Price		
Common Stock	12/29/2011	Â	G	97,088 (2)	D \$ 15.52	5,613,739 (1) (2)	I Trust
Common Stock	12/29/2011	Â	G	97,088 (2)	D \$ 15.52	5,613,739 (2)	I Trust
Common Stock	12/29/2011	Â	G	97,088 (2)	D \$ 15.52	5,613,739 (2)	I Trust
Common Stock	12/27/2011	Â	G	11,327	D \$ 15.66	5,602,412	I Trust

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Common Stock	12/28/2011	Â	G	32,363	D	\$ 15.3	5,570,049	I	Trust
Common Stock	12/30/2011	Â	G	849	D	\$ 15.3	5,569,200	I	Trust
Common Stock	12/30/2011	Â	G	849	D	\$ 15.3	5,568,351	I	Trust
Common Stock	12/30/2011	Â	G	849	D	\$ 15.3	5,567,502	I	Trust
Common Stock	12/30/2011	Â	G	849	D	\$ 15.3	5,566,653	I	Trust
Common Stock	12/30/2011	Â	G	141,753 (3)	D	\$ 15.64 (3)	5,424,900 (3)	I	Trust
Common Stock	12/30/2011	Â	G	141,753 (3)	D	\$ 15.64 (3)	5,283,147 (3)	I	Trust
Common Stock	12/30/2011	Â	G	125,645 (4)	D	\$ 15.64 (4)	5,157,502 (4)	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 D S B O E I F (I
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT KEITH T 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043	Â X	Â	Â Executive Vice President	Â

Signatures

/s/ Keith T.
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's child and the reporting person is the trustee.
- (3) Gift of shares to a grantor retained annuity trust for the benefit of Mr. and Mrs. Knight and their children, but controlled by a third party trustee.
- (4) 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.

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.