Edgar Filing: MARTEN TRANSPORT LTD - Form 4

MARTEN TH Form 4 October 01, 2	RANSPORT LTD)									
FORM	Λ									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549								COMMISSION	OMB Number:	3235-0287	
Check this if no longe	ər								Expires:	January 31, 2005	
subject to	SIAIEM	ENT OF	F CHAN	IGES IN BENEFICIAL OW				NERSHIP OF	Estimated a	nated average	
				SECURITIES					burden hou	irs per	
Form 4 or Form 5		uant to S	lection 16	$\delta(a)$ of the	Securiti	es Fr	zehand	ge Act of 1934,	response	0.5	
obligation	⁸ Section $17(a$						-		n		
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 1(b). 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 R	esponses)										
TURNER JOHN H Symbol MAR			2. Issuer Symbol	Name and	Ticker or T	Fradin	g	5. Relationship of Reporting Person(s) to Issuer			
			MARTEN TRANSPORT LTD [MRTN]					(Check all applicable)			
(Last)	(Last) (First) (Middle) 3. Date of			f Earliest Transaction				Director10% Owner			
				Ionth/Day/Year)				XOfficer (give titleOther (specify below) below)			
(Street) 4. If A			09/30/20)14				Senior Vice President of Sales			
			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check			
								Applicable Line)			
MONDOVI,	WI 54755							_X_ Form filed by 0 Form filed by M Person	One Reporting Po Aore than One Ro		
(City)	(State) (2	Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f, or Beneficial	llv Owned	
1.Title of	2. Transaction Date	2A. Deer		3.	4. Securi				6. Ownership	-	
Security	(Month/Day/Year)								Form: Direct		
(Instr. 3)		any (Manth/I	Dav/Vaan)	CodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				(D) or Indirect (I)	Beneficial Ownership (Instr. 4)		
		(WOIIII/I	(Month/Day/Year)		(msu. 5, 4 and 5)			Instr. 4)			
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
Comment				Code V		(D)	Price	(insure and 7)			
Common Stock	09/30/2014			А	11.84 (1)	А	\$0	18,961 <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.

 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. Transact Code (Instr. 8)	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Under Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
TURNER JOHN H 129 MARTEN STREET MONDOVI, WI 54755			Senior Vice President of Sales					
Signatures								
/s/ James J. Hinnendael, attorney-in-fact	10/01/2014							
**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) Represents dividend equivalent rights that accrued on September 30, 2014.

Includes: (i) 1,175 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2018, (ii) 1,410 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2017, (iii) 540 shares granted under a

(2) Performance Unit Award Agreement that vest on 12/31/2014, (iv) 720 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2015, (v) 1,035 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2016 and (vi) 8,449.00 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.