#### KNIGHT L RANDY

Form 4

February 23, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock, par

value \$0.01

per share

02/15/2006

(Print or Type Responses)

1. Name and Address of Reporting Person * KNIGHT L RANDY			2. Issuer Name <b>and</b> Ticker or Trading Symbol KNIGHT TRANSPORTATION INC [KNX]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			(Month/D	ay/Year)			Officer (give below)	below)	er (specify
5601 WEST BUCKEYE ROAD			02/15/2006			below)	below)		
			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
PHOENIX, AZ 85043						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction Date	e 2A. Deer	med	3.	4. Securi	ties Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution	n Date, if	Transaction	on(A) or Di	sposed of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any		Code	(Instr. 3,	4 and 5)	Beneficially	(D) or	Beneficial
		(Month/l	Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
						(A)	Reported		
						or	Transaction(s)		
				Code V	Amount		(Instr. 3 and 4)		

Code V Amount (D)

337 (1) A

Price

20.05

\$

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)

6,939,479

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Trust and

Entity

#### Edgar Filing: KNIGHT L RANDY - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable Date	Date	of			
				Code V	(A) (D)				hares		

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
KNIGHT L RANDY						
5601 WEST BUCKEYE ROAD	X					
PHOENIX, AZ 85043						

### **Signatures**

/s/ Randy 02/23/2006 Knight \*\*Signature of Date Reporting Person

## **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).

Each independent director of Knight Transportation, Inc. (?Knight?) may elect to receive shares of Knight common stock in lieu of cash for director?s fees. If an independent director elects to receive Knight stock as his director compensation, Knight issues stock to the

(1) independent directors on February 15 and August 15 of each year as payment of accrued director?s fees for the preceding six month period ending December 31 and June 30, respectively, at the closing market price for such shares as of the trading day prior to issuance. The shares reflected in this Form 4 were shares received by Mr. Knight in lieu of cash for director?s fees.

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.

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