

Carlson Todd F.
Form 4/A
April 11, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlson Todd F.

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)
20002 NORTH 19TH AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/08/2017

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
General Counsel and Secretary

PHOENIX, AZ 85027

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/12/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock ⁽¹⁾	09/08/2017		D	7,257 D <u>(2)</u> 0		I	Trust
Common Stock ⁽¹⁾	09/08/2017		D	13,381 D <u>(2)</u> 0		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Performance Units ⁽³⁾	<u>(4)</u>	09/08/2017		D	2,845 <u>(4)</u>	<u>(4)</u> 01/31/2019 ⁽⁴⁾	Common Stock	2,845 <u>(4)</u>
Restricted Stock Performance Units ⁽³⁾	<u>(4)</u>	09/08/2017		D	3,508 <u>(4)</u>	<u>(4)</u> 01/31/2020 ⁽⁴⁾	Common Stock	3,508 <u>(4)</u>
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	7,050	<u>(5)</u> <u>(5)</u>	Common Stock	7,050
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	1,000	<u>(6)</u> <u>(6)</u>	Common Stock	1,000
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	2,800	<u>(7)</u> <u>(7)</u>	Common Stock	2,800
Restricted Stock Units ⁽³⁾	\$ 0	09/08/2017		D	3,748	<u>(8)</u> <u>(8)</u>	Common Stock	3,748
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 14.79	09/08/2017		D	9,000	<u>(9)</u> 11/25/2017	Common Stock	9,000
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 17.29	09/08/2017		D	5,000	<u>(10)</u> 05/21/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlson Todd F. 20002 NORTH 19TH AVENUE PHOENIX, AZ 85027			General Counsel and Secretary	

Signatures

/s/ Jessica Benford,
Attorney-in-Fact

04/11/2018

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) This row is being amended to clarify the direct and indirect ownership of the shares disposed of in the transaction reported in the original Form 4.
- (2) Disposed of pursuant to Agreement and Plan of Merger, dated April 9, 2017, by and among Swift Transportation Company, Bishop Merger Sub, Inc., and the issuer (the "Merger Agreement"), providing that all shares of issuer shall be exchanged for an equal number of shares of Knight-Swift Transportation Holdings Inc., such exchanged shares having a market value of \$40.85 per share on the effective date of the merger.
- (3) This row is added to show disposition of derivative securities pursuant to the Merger Agreement. The derivate securities were assumed and replaced by Swift Transportation Company (renamed Knight-Swift Transportation Holdings Inc.).
- (4) The number of underlying securities is subject to adjustment based on the level of achievement for specified performance targets measured over a performance period ending on December 31, 2017. The shares underlying this award vested as of September 8, 2017.
- (5) The remaining restricted stock units for this grant were scheduled to vest as follows: approximately 17% on January 31, 2018, approximately 17% on January 31, 2019, approximately 15% on January 31, 2020, and approximately 17% on each of January 31, 2021, 2022, and 2023.
- (6) The remaining restricted stock units for this grant were scheduled to vest on January 31, 2018.
- (7) The remaining restricted stock units for this grant were scheduled to vest in two equal annual installments beginning on January 31, 2018.
- (8) This restricted stock unit grant was scheduled to vest in five equal annual installments beginning on May 31, 2018.
- (9) This option vested in three equal annual installments beginning on November 26, 2010.
- (10) This option vested in five equal annual installments beginning on May 22, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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