

JACKSON DAVID A

Form 4

June 02, 2009

FORM 4**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).

**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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKSON DAVID A

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)

5601 WEST BUCKEYE ROAD

(Street)

PHOENIX, AZ 85043

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2009

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share	05/29/2009		A		5,063	A	\$ 4.395 <u>(1)</u>	5,063	D
Common Stock, par value \$0.01 per share	05/29/2009		S		5,063	D	\$ 17.8042	0	D
Common Stock, par	05/29/2009		A		3,375	A	\$ 4.8889 (2)	3,375	D

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

05/29/2009

S

3,375

D

\$
17.8042

0

D

Common
Stock, par
value
\$0.01 per
share

05/29/2009

A

3,375

A

\$ 8.4445
(3)

3,375

D

Common
Stock, par
value
\$0.01 per
share

05/29/2009

S

3,375

D

\$
17.8042

0

D

Common
Stock, par
value
\$0.01 per
share

05/29/2009

A

2,362

A

\$
11.4356
(4)

2,362

D

Common
Stock, par
value
\$0.01 per
share

05/29/2009

S

2,362

D

\$
17.8042

0

D

Common
Stock, par
value
\$0.01 per
share

05/29/2009

A

7,500

A

\$
12.5734
(5)

7,500

D

Common
Stock, par
value
\$0.01 per
share

05/29/2009

S

7,500

D

\$
17.8042

0

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
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SEC 1474
(9-02)

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

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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. Amount or Number of Shares
				Code	V	(A)	(D)	
Common Stock, par value, \$0.01 per share	\$ 4.395 (1)	05/29/2009		M		5,063	03/01/2004 02/28/2011	Common Stock 5,063
Common Stock, par value \$0.01 per share	\$ 4.8889 (2)	05/29/2009		M		3,375	09/18/2004 09/17/2011	Common Stock 3,375
Common Stock, par value \$0.01 per share	\$ 8.4445 (3)	05/29/2009		M		3,375	06/15/2005 06/04/2012	Common Stock 3,375
Common Stock, par value \$0.01 per share	\$ 11.4356 (4)	05/29/2009		M		2,362	08/07/2006 08/06/2013	Common Stock 2,362
Common Stock, par value \$0.01 per share	\$ 12.5734 (5)	05/29/2009		M		7,500	12/31/2004 08/05/2014	Common Stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON DAVID A 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043			Chief Financial Officer	

Signatures

/David A.

06/02/2009

Jackson/

 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) An option was granted on March 1, 2001 with an exercise price of \$4.395.
- (2) An option was granted on September 18, 2001 with an exercise price of \$4.8889.
- (3) An option was granted on June 5, 2002 with an exercise price of \$8.4445.
- (4) An option was granted on August 7, 2003 with an exercise price of \$11.4356.
- (5) An option was granted on August 6, 2004 with an exercise price of \$12.5734.

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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