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

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and A Carlson Tod	2. Issuer Name and Ticker or Trading Symbol KNIGHT TRANSPORTATION INC [KNX]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 20002 NOR	(First) (M	3. Date of Earliest Transaction (Month/Day/Year) 09/08/2017						Director 10% Owner Self-cert (give title Other (specify below) below) General Counsel and Secretary			
PHOENIX,	4. If Amendment, Date Original Filed(Month/Day/Year) 09/12/2017						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non	-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	Code (Instr. 8	3)	4. Securitin(A) or Dis (D) (Instr. 3, 4	and (A)	of (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)
Common Stock (1)	09/08/2017			Code	V	Amount 7,257	(D)	Price (2)	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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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	5. Number on 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 Underlying Securitic (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Restricted Stock Performance Units (3)	<u>(4)</u>	09/08/2017		D		2,845 (4)	<u>(4)</u>	01/31/2019(4)	Common Stock	2,84 (4)
Restricted Stock Performance Units (3)	<u>(4)</u>	09/08/2017		D		3,508 (4)	<u>(4)</u>	01/31/2020(4)	Common Stock	3,50 (4)
Restricted Stock Units	\$ 0	09/08/2017		D		7,050	<u>(5)</u>	<u>(5)</u>	Common Stock	7,05
Restricted Stock Units	\$ 0	09/08/2017		D		1,000	<u>(6)</u>	<u>(6)</u>	Common Stock	1,00
Restricted Stock Units	\$ 0	09/08/2017		D		2,800	<u>(7)</u>	<u>(7)</u>	Common Stock	2,80
Restricted Stock Units	\$ 0	09/08/2017		D		3,748	(8)	(8)	Common Stock	3,74
Employee Stock Option (Right to Buy) (3)	\$ 14.79	09/08/2017		D		9,000	<u>(9)</u>	11/25/2017	Common Stock	9,00
Employee Stock Option (Right to Buy) (3)	\$ 17.29	09/08/2017		D		5,000	(10)	05/21/2018	Common Stock	5,00

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.
- 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.
 - The remaining restricted stock units for this grant were scheduled to vest as follows: approximately 17% on January 31, 2018,
- (5) 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. 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.

Reporting Owners 3