

JOHNSON ROBERT L/AZ
Form 4
October 25, 2005

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 *
JOHNSON ROBERT L/AZ

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)

3. Date of Earliest Transaction (Month/Day/Year)
10/24/2005

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

PHOENIX, AZ 85043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 10/24/2005 | | M | | 1,500 | A | \$ 12.6667 |
| Common Stock, par value \$0.01 per share | 10/24/2005 | | M | | 2,250 | A | \$ 7.3333 |
| Common Stock, par | 10/24/2005 | | M | | 2,813 | A | \$ 4.2777 |
| | | | | | 11,863 | | |

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value
\$0.01 per
share

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

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(9-02)

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 12.6667 <u>(1)</u> | 10/24/2005 | | M | 1,500 | 06/05/2005 06/04/2012 | Common Stock | 1,500 |
| Employee Stock Option (Right to Buy) | \$ 7.3333 <u>(2)</u> | 10/24/2005 | | M | 2,250 | 09/18/2005 09/17/2011 | Common Stock | 2,250 |
| Employee Stock Option (Right to Buy) | \$ 4.2777 <u>(3)</u> | 10/24/2005 | | M | 2,813 | 10/13/2005 10/13/2010 | Common Stock | 2,813 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------|
| | Director | 10% Owner | Officer | Other |
| JOHNSON ROBERT L/AZ 5601 WEST BUCKEYE ROAD | | | | Controller |

PHOENIX, AZ 85043

Signatures

/s/ Robert L.

Johnson

10/25/2005

__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 June 5, 2002, at an exercise price of \$12.6667 per share.
- (2) This option is subject to a vesting schedule. 2,250 shares vested on September 18, 2005, at an exercise price of \$7.3333, with the remaining to vest on September 18, 2006.
- (3) This option is subject to a vesting schedule. The remaining 2,813 shares vested on October 13, 2005, at an exercise price of \$4.2777.

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.