

KOHL TIMOTHY M

Form 4

January 31, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KOHL TIMOTHY M

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)
01/30/2006

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

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	01/30/2006		M	23,625	A \$ 2.8518 128,406	D	
Common Stock, par value \$0.01 per share	01/30/2006		M	6,670	A \$ 4.8889 135,076	D	
Common Stock, par	01/30/2006		M	10,202	A \$ 4.8889 145,278	D	

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/30/2006

M

9,377

A

\$ 8.4445 154,655

D

Common
Stock, par
value
\$0.01 per
share

01/30/2006

M

4,500

A

\$
12.5934 159,155

D

Common
Stock, par
value
\$0.01 per
share

01/30/2006

M

7,500

A

\$
15.5334 166,655

D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock, par value \$0.01 per share	\$ 2.8518	01/30/2006		M		23,625		01/30/2006	10/12/2010	Common Stock	23,625
Common Stock, par value \$0.01 per	\$ 4.8889	01/30/2006		M		6,670		01/30/2006	09/17/2011	Common Stock	6,670

share

Common
Stock, par
value \$ 4.8889 01/30/2006
\$0.01 per
share

M 10,202 01/30/2006 09/17/2011 Common Stock 10,202

Common
Stock, par
value \$ 8.7775 01/30/2006
\$0.01 per
share

M 9,377 01/30/2006 06/04/2012 Common Stock 9,377

Common
Stock, par
value \$ 12.5934 01/30/2006
\$0.01 per
share

M 4,500 01/30/2006 08/05/2014 Common Stock 4,500

Common
Stock, par
value \$ 15.5334 01/30/2006
\$0.01 per
share

M 7,500 01/30/2006 05/15/2015 Common Stock 7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOHL TIMOTHY M 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043	X		President	

Signatures

/s/ Timothy M.
Kohl 01/31/2006

__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).

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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