Quast Kevin Form 3/A March 15, 2011

#### FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement KNIGHT TRANSPORTATION INC [KNX] Quast Kevin (Month/Day/Year) 02/08/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 5601 WEST BUCKEYE ROAD 02/08/2011 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Director 10% Owner \_X\_ Form filed by One Reporting \_X\_\_ Officer Other (give title below) (specify below) PHOENIX, AZÂ 85043 Form filed by More than One Exec VP and COO Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock D Â 18,541 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

required to respond unless the form displays a

currently valid OMB control number.

| 1. Title of Derivative<br>Security<br>(Instr. 4) | 2. Date Exercisable Expiration Date (Month/Day/Year) | *                  |            | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security |            | 5.<br>Ownership<br>Form of | 6. Nature of Indirect Beneficial Ownership |
|--------------------------------------------------|------------------------------------------------------|--------------------|------------|------------------------------------------------------------------------|------------|----------------------------|--------------------------------------------|
|                                                  |                                                      |                    | (Instr. 4) |                                                                        | Price of   | Derivative                 | (Instr. 5)                                 |
|                                                  | Date Exercisable                                     | Expiration<br>Date | Title      | Amount or<br>Number of                                                 | Derivative | Security:                  |                                            |
|                                                  |                                                      |                    |            |                                                                        | Security   | Direct (D)                 |                                            |
|                                                  |                                                      |                    |            |                                                                        |            | or Indirect                |                                            |

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|                                         |                |            |                 | Shares           |                     | (I)<br>(Instr. 5) |   |
|-----------------------------------------|----------------|------------|-----------------|------------------|---------------------|-------------------|---|
| Employee Stock<br>Option (right to buy) | 09/18/2006(1)  | 09/17/2011 | Common<br>Stock | 13,500 (1)       | \$ 4.8889<br>(1)    | D                 | Â |
| Employee Stock<br>Option (right to buy) | 06/05/2007(2)  | 06/04/2012 | Common<br>Stock | 5,625 (2)        | \$ 8.4445<br>(2)    | D                 | Â |
| Employee Stock<br>Option (right to buy) | 08/07/2010(3)  | 08/06/2013 | Common<br>Stock | 6,750 <u>(3)</u> | \$ 11.4356<br>(3)   | D                 | Â |
| Employee Stock<br>Option (right to buy) | 03/19/2010(4)  | 03/18/2014 | Common<br>Stock | 7,875 (4)        | \$ 10.5378<br>(4)   | D                 | Â |
| Employee Stock<br>Option (right to buy) | 04/26/2010(5)  | 04/25/2015 | Common<br>Stock | 6,750 <u>(5)</u> | \$ 14.48 <u>(5)</u> | D                 | Â |
| Employee Stock<br>Option (right to buy) | 05/18/2010(6)  | 05/17/2016 | Common<br>Stock | 5,000 (6)        | \$ 18.75 <u>(6)</u> | D                 | Â |
| Employee Stock<br>Option (right to buy) | 05/19/2010(7)  | 05/18/2016 | Common<br>Stock | 1,000 (7)        | \$ 18.77 <u>(7)</u> | D                 | Â |
| Employee Stock<br>Option (right to buy) | 05/25/2010(8)  | 05/24/2017 | Common<br>Stock | 6,000 (8)        | \$ 18.2 (8)         | D                 | Â |
| Employee Stock<br>Option (right to buy) | 02/28/2011(9)  | 02/27/2018 | Common<br>Stock | 10,000 (9)       | \$ 14.79 <u>(9)</u> | D                 | Â |
| Employee Stock<br>Option (right to buy) | 05/22/2011(10) | 05/21/2018 | Common<br>Stock | 7,500 (10)       | \$ 17.29<br>(10)    | D                 | Â |
| Restricted Stock Unit                   | (11)           | (11)       | Common<br>Stock | 40,000<br>(11)   | \$ <u>(11)</u>      | D                 | Â |

### **Reporting Owners**

| Reporting Owner Name / Address                               | Relationships |           |                 |       |  |
|--------------------------------------------------------------|---------------|-----------|-----------------|-------|--|
| <b></b>                                                      | Director      | 10% Owner | Officer         | Other |  |
| Quast Kevin<br>5601 WEST BUCKEYE ROAD<br>PHOENIX Â AZÂ 85043 | Â             | Â         | Exec VP and COO | Â     |  |

### **Signatures**

/s/ Kevin Quast 03/15/2011

\*\*Signature of Date
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Quast was granted an option to purchase 13,500 shares of stock at the grant price of \$4.8889 per share on September 18, 2001 of which zero shares have been exercised and 13,500 shares are vested and exercisable.

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- Mr. Quast was granted an option to purchase 5,625 shares of stock at the grant price of \$8.4445 per share on June 5, 2002 of which zero shares have been exercised and 5,625 shares are vested and exercisable.
- (3) Mr. Quast was granted an option to purchase 6,750 shares of stock at the grant price of \$11.4356 per share on August 7, 2003 of which zero shares have been exercised and 6,750 are vested and exercisable.
- Mr. Quast was granted an option to purchase 7,875 shares of stock at the grant price of \$10.5378 per share on March 19, 2004 of which 6,300 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,575 shares on March 19, 2011.
- Mr. Quast was granted an option to purchase 6,750 shares of stock at the grant price of \$14.48 per share on April 26, 2005 of which 4,050 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,350 shares annually, with the next scheduled vesting on April 26, 2011, and each anniversary thereafter, until fully vested.
- Mr. Quast was granted an option to purchase 5,000 shares of stock at the grant price of \$18.75 per share on May 18, 2006 of which 2,000 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,000 shares annually, with the next scheduled vesting on May 18, 2011, and each anniversary thereafter, until fully vested.
- Mr. Quast was granted an option to purchase 1,000 shares of stock at the grant price of \$18.77 per share on May 19, 2006 of which 400 shares are currently vested and exercisable with the remaining shares vesting as follows: 200 shares annually, with the next scheduled vesting on May 19, 2011, and each anniversary thereafter, until fully vested.
- Mr. Quast was granted an option to purchase 6,000 shares of stock at the grant price of \$18.20 per share on May 25, 2007 of which 1,200 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,200 shares annually, with the next scheduled vesting on May 25, 2011, and each anniversary thereafter, until fully vested.
- Mr. Quast was granted an option to purchase 10,000 shares of stock at the grant price of \$14.79 per share on February 29, 2008, to vest as follows: 2,000 shares annually, with the next scheduled vesting on February 28, 2011, and each anniversary thereafter, until fully vested.
- (10) Mr. Quast was granted an option to purchase 7,500 shares at the grant price of \$17.29 per share on May 22, 2008, to vest as follows: 20% each year beginning on May 22, 2011, and each anniversary thereafter, until fully vested.
  - On October 30, 2009, Mr. Quast was granted 40,000 Restricted Stock Units, with a vesting schedule as follows: six percent (6%) on January 31, 2011; five percent (5%) respectively on January 31, 2012, January 31, 2013, January 31, 2014 and January 31, 2015; six
- (11) (6%) percent on January 31, 2016; seven (7%) percent on January 31, 2017; eight (8%) on January 31, 2018; nine (9%) percent on January 31, 2019; ten percent (10%) on January 31, 2020; eleven (11%) percent on January 31, 2021; twelve percent (12%) on January 31, 2022; and eleven percent (11%) on January 31, 2023. Stock is issued when and as vested. Each restricted stock unit represents a contingent right to receive one share of KNX common stock.

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.