

KNIGHT TRANSPORTATION INC

Form 4

August 21, 2007

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

(Last) (First) (Middle)

5601 WEST BUCKEYE ROAD

(Street)

PHOENIX, AZ 85043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

KNIGHT TRANSPORTATION INC
[KNX]

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

08/17/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President

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)
Common Stock, par value \$0.01 per share	08/17/2007		A	10,175	A \$ 4.8889 (1)	176,830	D
Common Stock, par value \$0.01 per share	08/17/2007		S	10,175	D \$ 19.2931	166,655	D
Common Stock, par	08/17/2007		A	7,300	A \$ 8.4445 (2)	173,955	D

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

08/17/2007

S

7,300

D

\$
19.2931

166,655

D

Common
Stock, par
value
\$0.01 per
share

08/17/2007

A

11,448

A

\$ 8.4445
(2)

178,103

D

Common
Stock, par
value
\$0.01 per
share

08/17/2007

S

11,448

D

\$
19.2931

166,655

D

Common
Stock, par
value
\$0.01 per
share

08/17/2007

A

15,000

A

\$
11.0356
(3)

181,655

D

Common
Stock, par
value
\$0.01 per
share

08/17/2007

S

15,000

D

\$
19.2931

166,655

D

Common
Stock, par
value
\$0.01 per
share

08/17/2007

A

6,750

A

\$
12.5934
(4)

173,405

D

Common
Stock, par
value
\$0.01 per
share

08/17/2007

S

6,750

D

\$
19.2931

166,655

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 displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock, par value \$0.01 per share	\$ <u>4.8889</u> (1)	08/17/2007		M		10,175		09/18/2006	09/17/2011	Common Stock	10,175
Common Stock, par value \$0.01 per share	\$ <u>8.4445</u> (2)	08/17/2007		M		7,300		06/05/2006	06/04/2012	Common Stock	7,300
Common Stock, par value \$0.01 per share	\$ <u>8.4445</u> (2)	08/17/2007		M		11,448		06/05/2007	06/04/2012	Common Stock	11,448
Common Stock, par value \$0.01 per share	\$ <u>11.0356</u> (3)	08/17/2007		M		15,000		05/01/2007	05/31/2013	Common Stock	15,000
Common Stock, par value \$0.01 per share	\$ <u>12.5934</u> (4)	08/17/2007		M		6,750		06/30/2007	08/05/2014	Common Stock	6,750

Reporting Owners

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

Signatures

/s/ Timothy M.
Kohl

08/21/2007

__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 September 18, 2001 with an exercise price of \$4.8889 per share

(2) An option was granted on June 5, 2002 at \$8.4445 per share.

(3) An option was granted on June 1, 2003 with an exercise price of \$11.0356 per share.

(4) An option was granted on August 6, 2004 with an exercise price of \$12.5934 per share.

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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