

COVENANT TRANSPORTATION GROUP INC
 Form 4
 October 06, 2008

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 *
 HUGHES M. DAVID

2. Issuer Name and Ticker or Trading Symbol
 COVENANT TRANSPORTATION GROUP INC [CVTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 400 BIRMINGHAM HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/02/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SENIOR VP AND TREASURER

CHATTANOOGA, TN 37419

(City) (State) (Zip)

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

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			
Class A Common Stock	10/02/2008		A ⁽¹⁾	0 ⁽¹⁾ ⁽²⁾ A \$ 0	0 ⁽³⁾	D	
Class A Common Stock					34,167 ⁽³⁾	D	
Class A Common Stock					8,878 ⁽⁴⁾	I	401(k)

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

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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES M. DAVID 400 BIRMINGHAM HIGHWAY CHATTANOOGA, TN 37419			SENIOR VP AND TREASURER	

Signatures

/s/David M. Hughes by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC

10/06/2008

__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) Represents a restricted stock award under the 2006 Omnibus Incentive Plan. The award vests 100% on October 2, 2009, subject to continued employment.
 - (2) The reporting person acquired an amount equal to \$15,000, to be converted to shares based upon the closing price of the Company's Class A common stock two full trading days following the public release of the Company's third quarter 2008 earnings.
Aggregate amount of securities beneficially owned following the reported transaction does not include the amount of securities that will
 - (3) be acquired upon the conversion to shares of \$15,000, based upon the closing price of the Company's Class A common stock two full trading days following the public release of the Company's third quarter 2008 earnings.
 - (4) The number of shares beneficially owned following the reported transaction is equal to the reporting person's October 2, 2008, account balance in the employer stock fund under the issuer's 401(k) plan divided by the closing price on October 2, 2008. The plan is unitized and as such does not itself allocate a specific number of shares to each participant.

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