

MARTEN TRANSPORT LTD
 Form 4
 June 09, 2014

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 *
OWENS G LARRY

2. Issuer Name and Ticker or Trading Symbol
**MARTEN TRANSPORT LTD
 [MRTN]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
129 MARTEN STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2014

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

MONDOVI, WI 54755

(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
Common Stock	06/06/2014		M			3,350	A	\$ 11.68	19,350	D	
Common Stock	06/06/2014		M			3,750	A	\$ 13.313	23,100	D	
Common Stock	06/06/2014		M			3,750	A	\$ 14.7	26,850	D	
Common Stock	06/06/2014		M			3,750	A	\$ 14.333	30,600	D	
Common Stock	06/06/2014		M			4,125	A	\$ 13.967	34,725	D	

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Common Stock	06/06/2014	M	4,125	A	\$ 14,293	38,850	D
Common Stock	06/06/2014	S	22,850	D	\$ 24,647	16,000	D

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 11.68	06/06/2014		M	3,350	<u>(1)</u> 05/06/2018	Common Stock	3,350
Stock Option (right to buy)	\$ 13.313	06/06/2014		M	3,750	<u>(1)</u> 05/05/2019	Common Stock	3,750
Stock Option (right to buy)	\$ 14.7	06/06/2014		M	3,750	<u>(1)</u> 05/04/2020	Common Stock	3,750
Stock Option (right to buy)	\$ 14.333	06/06/2014		M	3,750	<u>(1)</u> 05/03/2021	Common Stock	3,750
Stock Option (right to buy)	\$ 13.967	06/06/2014		M	4,125	<u>(1)</u> 05/01/2022	Common Stock	4,125
	\$ 14.293	06/06/2014		M	4,125	<u>(1)</u> 05/03/2023		4,125

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OWENS G LARRY 129 MARTEN STREET MONDOVI, WI 54755	X			

Signatures

/s/ James J. Hinnendael,
attorney-in-fact

06/09/2014

__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) This option has fully vested.

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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