

JACKSON DAVID A  
Form 4  
June 02, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2009  
Estimated average burden hours per response... 0.5

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 \*  
JACKSON DAVID A

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/29/2009

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
Chief Financial Officer

PHOENIX, AZ 85043

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

(City) (State) (Zip)

**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, par value \$0.01 per share	05/29/2009		A		5,063	D	
					\$ 4.395 (1)		
Common Stock, par value \$0.01 per share	05/29/2009		S		5,063	D	
					\$ 17.8042		
Common Stock, par value \$0.01 per share	05/29/2009		A		3,375	D	
					\$ 4.8889 (2)		

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value \$0.01 per share								
Common Stock, par value \$0.01 per share	05/29/2009	S	3,375	D	\$ 17.8042	0		D
Common Stock, par value \$0.01 per share	05/29/2009	A	3,375	A	\$ 8.4445 (3)	3,375		D
Common Stock, par value \$0.01 per share	05/29/2009	S	3,375	D	\$ 17.8042	0		D
Common Stock, par value \$0.01 per share	05/29/2009	A	2,362	A	\$ 11.4356 (4)	2,362		D
Common Stock, par value \$0.01 per share	05/29/2009	S	2,362	D	\$ 17.8042	0		D
Common Stock, par value \$0.01 per share	05/29/2009	A	7,500	A	\$ 12.5734 (5)	7,500		D
Common Stock, par value \$0.01 per share	05/29/2009	S	7,500	D	\$ 17.8042	0		D

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)**

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock, par value, \$0.01 per share	\$ 4.395 <sup>(1)</sup>	05/29/2009		M	5,063	03/01/2004	02/28/2011	Common Stock	5,063
Common Stock, par value \$0.01 per share	\$ 4.8889 <sup>(2)</sup>	05/29/2009		M	3,375	09/18/2004	09/17/2011	Common Stock	3,375
Common Stock, par value \$0.01 per share	\$ 8.4445 <sup>(3)</sup>	05/29/2009		M	3,375	06/15/2005	06/04/2012	Common Stock	3,375
Common Stock, par value \$0.01 per share	\$ 11.4356 <sup>(4)</sup>	05/29/2009		M	2,362	08/07/2006	08/06/2013	Common Stock	2,362
Common Stock, par value \$0.01 per share	\$ 12.5734 <sup>(5)</sup>	05/29/2009		M	7,500	12/31/2004	08/05/2014	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKSON DAVID A 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043			Chief Financial Officer	

## Signatures

/David A.  
Jackson/

06/02/2009

\_\_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 March 1, 2001 with an exercise price of \$4.395.
- (2) An option was granted on September 18, 2001 with an exercise price of \$4.8889.
- (3) An option was granted on June 5, 2002 with an exercise price of \$8.4445.
- (4) An option was granted on August 7, 2003 with an exercise price of \$11.4356.
- (5) An option was granted on August 6, 2004 with an exercise price of \$12.5734.

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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