

KOHL TIMOTHY M
Form 4
January 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
KOHL TIMOTHY M

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)
01/30/2006

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

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 Indirect Beneficial Ownership (Instr. 4) | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
| | | | Code | V | Amount | (D) | Price | | |
| Common Stock, par value \$0.01 per share | 01/30/2006 | | M | | 23,625 | A | \$ 2.8518 | 128,406 | D |
| Common Stock, par value \$0.01 per share | 01/30/2006 | | M | | 6,670 | A | \$ 4.8889 | 135,076 | D |
| Common Stock, par | 01/30/2006 | | M | | 10,202 | A | \$ 4.8889 | 145,278 | D |

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/30/2006 M 9,377 A \$ 8.4445 154,655 D

Common
Stock, par
value
\$0.01 per
share

01/30/2006 M 4,500 A \$ 12.5934 159,155 D

Common
Stock, par
value
\$0.01 per
share

01/30/2006 M 7,500 A \$ 15.5334 166,655 D

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Common Stock, par value \$0.01 per share | \$ 2.8518 | 01/30/2006 | | M | 23,625 | 01/30/2006 10/12/2010 | Common Stock 23,625 |
| Common Stock, par value \$0.01 per | \$ 4.8889 | 01/30/2006 | | M | 6,670 | 01/30/2006 09/17/2011 | Common Stock 6,670 |

share

| | | | | | | | |
|---|------------|---|--------|------------|------------|-----------------|--------|
| Common Stock, par value \$ 4.8889 \$0.01 per share | 01/30/2006 | M | 10,202 | 01/30/2006 | 09/17/2011 | Common Stock | 10,202 |
| Common Stock, par value \$ 8.7775 \$0.01 per share | 01/30/2006 | M | 9,377 | 01/30/2006 | 06/04/2012 | Common Stock | 9,377 |
| Common Stock, par value \$ 12.5934 \$0.01 per share | 01/30/2006 | M | 4,500 | 01/30/2006 | 08/05/2014 | Common Stock | 4,500 |
| Common Stock, par value \$ 15.5334 \$0.01 per share | 01/30/2006 | M | 7,500 | 01/30/2006 | 05/15/2015 | Common Stock | 7,500 |

Reporting Owners

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

Signatures

/s/ Timothy M.
Kohl

01/31/2006

**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).

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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