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KNIGHT TRANSPORTATION INC

Form S-8 POS

May 30, 2003

As filed with the Securities and Exchange Commission on May 30, 2003

Registration No. 333-72377

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

KNIGHT TRANSPORTATION, INC.
(Exact name of Registrant as specified in its charter)

ARIZONA 86-0649974
(State) (I.R.S. Employer Identification No.)

5601 W. BUCKEYE RD. 85043
PHOENIX, ARIZONA
(Address of Principal Executive Offices) (Zip Code)

AMENDED AND RESTATED KNIGHT TRANSPORTATION, INC.
STOCK OPTION PLAN
(Full title of the plan)

With copy to:

Kevin P. Knight
Chief Executive Officer
Knight Transportation, Inc.
5601 West Buckeye Road
Phoenix, Arizona 85043
(602) 269-2000

James E. Brophy, III, Esq.
Ryley Carlock & Applewhite
Suite 1200
One North Central Avenue
Phoenix, Arizona 85004
(602) 258-7701

(Name, address and telephone number of agent for service)

DEREGISTRATION OF SHARES

As originally filed on February 16, 1999, this Registration Statement registered 1,500,000 shares of the Common Stock of Knight Transportation, Inc. (the "Company") which had been approved for issuance under the Company's 1998 Amended and Restated Stock Option Plan (the "1998 Plan"). The Company now has adopted a new plan, the 2003 Knight Transportation, Inc. Stock Option Plan (the "2003 Plan") to which shares remaining available for grant under the 1998 Plan may be used for the purpose of new grants. As of May 21, 2003, a total of 1,576,896 shares of the Company's Common Stock were subject to outstanding but unexercised option grants, and a total of 471,187 shares were reserved for future stock grants under the 1998 Plan, after giving effect to the Company's three-for-two stock splits and the 2002 Amendment to the 1998 Plan, which increased the number of shares reserved for issuance. This post-effective Amendment is being filed to deregister 471,187 previously registered shares of

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the Company's stock reserved for issuance under the 1998 Plan that are not subject to outstanding but unexercised option grants.

A new Form S-8 Registration Statement will be filed by the Company to register shares issuable under the 2003 Plan.

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SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement No. 333-72377 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on this 29th day of May, 2003.

KNIGHT TRANSPORTATION, INC.,
an Arizona corporation

By /s/ Kevin P. Knight

Kevin P. Knight, Chairman of the Board
and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Form S-8 Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE AND TITLE -----	DATE ----
/s/ Kevin P. Knight ----- Kevin P. Knight, Chairman of the Board, Chief Executive Officer, Director	May 29, 2003
/s/ Gary J. Knight ----- Gary J. Knight, President, Director	May 29, 2003
/s/ Keith T. Knight ----- Keith T. Knight, Executive Vice President, Director	May 29, 2003
/s/ Timothy M. Kohl ----- Timothy M. Kohl, Director, Chief Financial Officer and Secretary	May 29, 2003
/s/ Donald A. Bliss ----- Donald A. Bliss, Director	May 29, 2003
-----	May 29, 2003

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Randy Knight, Director

May 29, 2003

G.D. Madden, Director

May 29, 2003

Matt Salmon, Director

/s/ Mark Scudder

May 29, 2003

Mark Scudder, Director

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