TURNER JOHN H

Form 4

December 27, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number: January 31,

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TURNER JOHN H			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MARTEN TRANSPORT LTD [MRTN]	(Check all applicable)			
(Last) 129 MARTE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Selow) Other (specification)			
129 WIAK 1E	EN SIKEEI		12/26/2012	Vice President of Sales			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MONDOVI,	WI 54755		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
MONDO VI,	, WI 34/33			Person			

MONDOVI, W1 54/55

(Ctota)

(7:-

(City)

(City)	(State) (A	Table	I - Non-Do	erivative S	ecuriti	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. Transactio	4. Securiti		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)	•		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	(A) or		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
					(A)		Reported Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(msu: 3 and 1)		
Common Stock	12/26/2012		A	3.52 (1)	A	\$0	7,520.52 (2)	D	
Common Stock	12/26/2012		A	105.71 (1)	A	\$ 0	7,626.23 (2)	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date		Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

TURNER JOHN H 129 MARTEN STREET MONDOVI, WI 54755

Vice President of Sales

Signatures

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

12/27/2012

**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 dividend equivalent rights that accrued on December 26, 2012.
- Includes: (i) 1,080 shares granted under a Performance Unit Award Agreement that vest on 12/31/2012 through 12/31/2014, (ii) 960 shares granted under a Performance Unit Award Agreement that vest on 12/31/2012 through 12/31/2015, (iii) 1,150 shares granted under a Performance Unit Award Agreement that vest on 12/31/2012 through 12/31/2016 and (iv) 2,677.23 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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