

Updike James E. Jr.  
Form 3/A  
March 15, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Updike James E. Jr.</p> <p>(Last) (First) (Middle)</p> <p>5601 WEST BUCKEYE ROAD</p> <p>(Street)</p> <p>PHOENIX, AZ 85043</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/08/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>KNIGHT TRANSPORTATION INC [KNX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Exec VP Sales and Marketing</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>02/08/2011</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
---	---	---	--	---	--

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,676	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	



## Edgar Filing: Updike James E. Jr. - Form 3/A

scheduled vesting on May 18, 2011, and each anniversary thereafter, until fully vested.

(5) Mr. Updike was granted an option to purchase 4,000 shares of stock at the grant price of \$18.20 per share on May 25, 2007 of which 800 shares are currently vested and exercisable with the remaining shares vesting as follows: 800 shares annually, with the next scheduled vesting on May 25, 2011, and each anniversary thereafter, until fully vested.

(6) Mr. Updike was granted an option to purchase 10,000 shares of stock at the grant price of \$14.79 per share on February 29, 2008, to vest as follows: 2,000 shares annually, beginning on February 28, 2011, and each anniversary thereafter, until fully vested.

(7) Mr. Updike was granted an option to purchase 5,000 shares at the grant price of \$17.29 per share on May 22, 2008, to vest as follows: 20% each year beginning on May 22, 2011, and each anniversary thereafter, until fully vested.

(8) On October 30, 2009, Mr. Updike was granted 30,000 Restricted Stock Units, with a vesting schedule as follows: six percent (6%) on January 31, 2011; five percent (5%) respectively on January 31, 2012, January 31, 2013, January 31, 2014 and January 31, 2015; six (6%) percent on January 31, 2016; seven (7%) percent on January 31, 2017; eight (8%) on January 31, 2018; nine (9%) percent on January 31, 2019; ten percent (10%) on January 31, 2020; eleven (11%) percent on January 31, 2021; twelve percent (12%) on January 31, 2022; and eleven percent (11%) on January 31, 2023. Stock is issued when and as vested. Each restricted stock unit represents a contingent right to receive one share of KNX common stock.

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.