

JOHNSON ROBERT L/AZ

Form 4

November 12, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON ROBERT L/AZ

2. Issuer Name **and** Ticker or Trading
Symbol
KNIGHT TRANSPORTATION INC
[KNGT]

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)
11/10/2004

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Controller

PHOENIX, AZ 85043

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, par value \$0.01 per share	11/10/2004		M	2,250 A	\$ 7.3333 4,500	D	
Common Stock, par value \$0.01 per share	11/10/2004		M	2,812 A	\$ 4.2777 7,312	D	
Common Stock, par	11/10/2004		S	2,012 D	\$ 24 5,300	D	

value
\$0.01 per
share

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)

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
Employee Stock Option (Right to Buy)	\$ 4.2777 (1)	11/10/2004		M		2,812 (1) (6)		(6)	10/13/2010	Common Stock	5,625 (1)
Employee Stock Option (Right to Buy)	\$ 7.3333 (2)	11/10/2004		M		2,250 (2) (7)		(7)	09/17/2011	Common Stock	6,750 (2)
Employee Stock Option (Right to Buy)	\$ 12.6667 (3)	06/05/2002(3)		J(3)		4,500 (3)		(8)	06/04/2012	Common Stock	4,500 (3)
Employee Stock Option (Right to Buy)	\$ 17.1533 (4)	08/07/2003(4)		J(4)		4,875 (4)		(9)	08/06/2013	Common Stock	4,875 (4)
Employee Stock Option (Right to	\$ 15.8067 (5)	03/19/2004(5)		J(5)		5,250 (5)		(10)	03/18/2014	Common Stock	5,250 (5)

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JOHNSON ROBERT L/AZ 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043	Controller

Signatures

/s/ Robert L.

Johnson

11/12/2004

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) This option was previously reported as covering 3,750 shares at an exercise price of \$ 6.4166 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004.
- (2) This option was previously reported as covering 4,500 shares at an exercise price of \$11.00 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004.
- (3) This option was previously reported as covering 3,000 shares at an exercise price of \$19.00 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004. The reporting on this Form 4 is to reflect the adjusted number of shares and exercise price; no new options were granted.
- (4) This option was previously reported as covering 3,250 shares at an exercise price of \$25.73 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004. The reporting on this Form 4 is to reflect the adjusted number of shares and exercise price; no new options were granted.
- (5) This option was previously reported as covering 3,500 shares at an exercise price of \$23.71 per share, but was adjusted to reflect the 3-for-2 stock split on July 12, 2004. The reporting on this Form 4 is to reflect the adjusted number of shares and exercise price; no new options were granted.
- (6) This option is subject to a vesting schedule. 2,812 shares vested on October 13, 2004; the remaining 2,813 shares will vest on October 13, 2005.
- (7) This option is subject to a vesting schedule. 2,250 shares vested on September 18, 2004; the remaining shares will vest in equal annual installments on September 18, 2005, and 2006.
- (8) This option will vest in three equal annual installments on June 5, 2005, 2006, and 2007.
- (9) This option will vest in five equal annual installments on August 7, 2006, 2007, 2008, 2009, and 2010.
- (10) This option will vest in five equal annual installments on March 19, 2007, 2008, 2009, 2010, and 2011.

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.