#### KOHL TIMOTHY M

Form 4

March 09, 2018

# 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

KOHL TIMOTHY M

2. Issuer Name and Ticker or Trading

Symbol

MARTEN TRANSPORT LTD

[MRTN]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

03/07/2018

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below) below) President

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MONDOVI, WI 54755

(City)

Security

(Instr. 3)

129 MARTEN STREET

1.Title of 2. Transaction Date 2A. Deemed

(Zip)

(State)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Form: Direct (D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(9-02)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Common Stock

03/07/2018

A

991 (1) A \$0

163,243.06 (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)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities		(Instr. 3 and 4)		Owne		
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title Nur of	Number		
										of		
					Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>FS</b>	Director	10% Owner	Officer	Other				
KOHL TIMOTHY M								
129 MARTEN STREET			President					
MONDOVI, WI 54755								

# **Signatures**

/s/ James J. Hinnendael, attorney-in-fact 03/09/2018

\*\*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) Of these shares and shares previously reported that vest based on service, 3,397 shares have been deferred under the Issuer's deferred compensation plan.
  - Includes: (i) 10,400 shares granted under a Performance Unit Award Agreement that vest on 12/31/2018 through 12/31/2021; (ii) 2,075 shares granted under a Performance Unit Award Agreement that vest on 12/31/2018 through 12/31/2020; (iii) 1,400 shares granted under
- (2) a Performance Unit Award Agreement that vest on 12/31/2018 through 12/31/2019; (iv) 725 shares granted under a Performance Unit Award Agreement that vest on 12/31/2018 and (v) 41,654.06 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.

Reporting Owners 2