

KOHL TIMOTHY M
Form 4
January 31, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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
KNIGHT TRANSPORTATION INC
[KNX]

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)
01/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President

PHOENIX, AZ 85043

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	
			Code	V	Amount	(D)	Price	
Common Stock, par value \$0.01 per share	01/30/2006		M		23,625	A	\$ 2.8518 128,406	D
Common Stock, par value \$0.01 per share	01/30/2006		M		6,670	A	\$ 4.8889 135,076	D
Common Stock, par	01/30/2006		M		10,202	A	\$ 4.8889 145,278	D

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

10/30/2006 M 9,377 A \$ 8.4445 154,655 D

Common
Stock, par
value
\$0.01 per
share

01/30/2006 M 4,500 A \$ 12.5934 159,155 D

Common
Stock, par
value
\$0.01 per
share

01/30/2006 M 7,500 A \$ 15.5334 166,655 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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
Common Stock, par value \$0.01 per share	\$ 2.8518	01/30/2006		M	23,625	01/30/2006 10/12/2010	Common Stock 23,625
Common Stock, par value \$0.01 per	\$ 4.8889	01/30/2006		M	6,670	01/30/2006 09/17/2011	Common Stock 6,670

share

Common Stock, par value \$ 4.8889 \$0.01 per share	01/30/2006	M	10,202	01/30/2006	09/17/2011	Common Stock	10,202
Common Stock, par value \$ 8.7775 \$0.01 per share	01/30/2006	M	9,377	01/30/2006	06/04/2012	Common Stock	9,377
Common Stock, par value \$ 12.5934 \$0.01 per share	01/30/2006	M	4,500	01/30/2006	08/05/2014	Common Stock	4,500
Common Stock, par value \$ 15.5334 \$0.01 per share	01/30/2006	M	7,500	01/30/2006	05/15/2015	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOHL TIMOTHY M 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043	X		President	

Signatures

/s/ Timothy M.
Kohl

01/31/2006

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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