

Updike James E. Jr.
Form 4/A
April 11, 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Updike James E. Jr.

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)

20002 NORTH 19TH AVENUE

(Street)

PHOENIX, AZ 85027

(City)

(State)

(Zip)

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

09/08/2017

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

09/12/2017

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

EVP Sales & Mkt, Knight Trans.

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 |

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

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information contained in this form are not
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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and A Underlying Se (Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | |
|------------------------------------------------------------|------------------------------------|-----------------------|------------|------------------------------------------------------------------|---------------------|-----|-----------------------|-----------------------|-----------------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Performance Units ⁽¹⁾ | <u>(2)</u> | 09/08/2017 | D | | 6,220 | | 09/08/2017 <u>(2)</u> | <u>(2)</u> | Common Stock | |
| Restricted Stock Performance Units ⁽¹⁾ | <u>(3)</u> | 09/08/2017 | D | | 4,183 <u>(3)</u> | | <u>(3)</u> | 01/31/2019 <u>(3)</u> | Common Stock | |
| Restricted Stock Performance Units ⁽¹⁾ | <u>(3)</u> | 09/08/2017 | D | | 6,190 <u>(3)</u> | | <u>(3)</u> | 01/31/2020 <u>(3)</u> | Common Stock | |
| Restricted Stock Units ⁽¹⁾ | <u>(4)</u> | 09/08/2017 | D | | 14,100 | | <u>(4)</u> | <u>(4)</u> | Common Stock | |
| Restricted Stock Units ⁽¹⁾ | <u>(5)</u> | 09/08/2017 <u>(5)</u> | D | | 2,000 | | <u>(5)</u> | <u>(5)</u> | Common Stock | |
| Restricted Stock Units ⁽¹⁾ | <u>(6)</u> | 09/08/2017 | D | | 4,498 | | <u>(6)</u> | <u>(6)</u> | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Updike James E. Jr. 20002 NORTH 19TH AVENUE PHOENIX, AZ 85027 | | | EVP Sales & Mkt, Knight Trans. | |

Signatures

/s/ Jessica Benford,
Attorney-in-Fact
04/11/2018

 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).

This row is added to show disposition of derivative securities pursuant to the Agreement and Plan of Merger, dated April 9, 2017, by and among Swift Transportation Company, Bishop Merger Sub, Inc., and the issuer (the "Merger Agreement"). The derivative securities were assumed and replaced by Swift Transportation Company (renamed Knight-Swift Transportation Holdings Inc.).

(1) On March 14, 2014, the reporting person was granted restricted stock units with the amount of shares of common stock awarded to be based on achieving or failing to achieve performance targets measured over a three-year period that ended December 31, 2016. As part of the Merger Agreement, the restricted stock units vest on the closing date of the Merger Agreement and the shares issued have a market value of \$40.85 per share on the closing date of the Merger Agreement. Each restricted stock unit represents a contingent right to receive one share of Common Stock of the issuer.

(2) The number of underlying securities is subject to adjustment based on the level of achievement for specified performance targets measured over a performance period ending on December 31, 2017. The shares underlying this award vested as of September 8, 2017.

The remaining restricted stock units for this grant were scheduled to vest as follows: approximately 17% on January 31, 2018, approximately 17% on January 31, 2019, approximately 15% on January 31, 2020, and approximately 17% on each of January 31, 2021, 2022, and 2023.

(3) The remaining restricted stock units for this grant were scheduled to vest on January 31, 2018.

(4) This restricted stock unit grant was scheduled to vest in five equal annual installments beginning on May 31, 2018.

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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