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KNIGHT TRANSPORTATION INC

Form S-8

July 14, 2005

As filed with the Securities and Exchange Commission on July 14, 2005
 Registration No. 333- _____

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

KNIGHT TRANSPORTATION, INC.
 (Exact name of Registrant as specified in its charter)

ARIZONA
 (State) 86-0649974
 (I.R.S. Employer Identification No.)

5601 W. BUCKEYE RD. 85043
 PHOENIX, ARIZONA (Zip Code)
 (Address of Principal Executive Offices)

2003 KNIGHT TRANSPORTATION, INC.
 STOCK OPTION PLAN
 (Full title of the plan)

With copy to:

Kevin P. Knight Chief Executive Officer Knight Transportation, Inc. 5601 West Buckeye Road Phoenix, Arizona 85043 (602) 269-2000 (Name, address and telephone number of agent for service)	James E. Brophy, III, Esq. Ryley Carlock & Applewhite Suite 1200 One North Central Avenue Phoenix, Arizona 85004 (602) 258-7701
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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Am regist
Common stock, par value \$.01 per share	2,500,000	\$25.825	\$64,562,500.00	\$7

(1) There are also registered an undetermined number of additional shares of the Company's Common Stock that may become issuable under the Company's 2003 Stock Option Plan in the event of certain changes in the outstanding shares of the Company's Common Stock or in the capital structure of the

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Company, including any stock dividend, stock split, recapitalization or similar transaction.

- (2) Estimated solely for the purpose of calculating the registration fee, pursuant to Rule 457(c) and 457(h) of the Securities Act of 1933, on the basis of the average of the high and low prices of the Company's Common Stock on the New York Stock Exchange on July 11, 2005.

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EXPLANATORY NOTE; INCORPORATION BY REFERENCE

Knight Transportation, Inc. (the "Registrant") has prepared this Registration Statement in accordance with the requirements of Form S-8 under the Securities Act of 1933 (the "Securities Act") to increase by 2,500,000 the number of shares registered under the 2003 Knight Transportation, Inc. Stock Option Plan. Pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-105718) previously filed by Knight Transportation, Inc. with the Securities and Exchange Commission on May 30, 2003, are hereby incorporated by reference in this Registration Statement. In accordance with the instructions to Form S-8, the required legal opinions and consents are attached hereto.

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SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of -----

1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Phoenix, State of Arizona, on this 12 day of July, 2005.

KNIGHT TRANSPORTATION, INC.,
an Arizona corporation

By /s/ Kevin P. Knight
Kevin P. Knight, Chairman of the Board
and Chief Executive Officer

By /s/ David Jackson
David Jackson, Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE AND TITLE DATE

/s/ Kevin P. Knight July 13, 2005

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 Kevin P. Knight, Chairman of the Board,
 Director

/s/ Gary J. Knight July 13, 2005

 Gary J. Knight, Vice Chairman, Director

/s/ Timothy M. Kohl July 13, 2005

 Timothy M. Kohl, Director, President

/s/ Donald A. Bliss July 12, 2005

 Donald A. Bliss, Director

/s/ Randy Knight July 13, 2005

 Randy Knight, Director

/s/ G.D. Madden July 12, 2005

 G.D. Madden, Director

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/s/ Kathryn Munro July 12, 2005

 Kathryn Munro, Director

 Mark Scudder, Director July __, 2005

/s/ Michael Garnreiter July 12, 2005

 Michael Garnreiter, Director

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EXHIBIT INDEX

Exhibit No. -----	Description -----	Sequentially Numbered Pages (1) -----
4.1	Articles 4, 10 and 11 of the Restated Articles of Incorporation of the Company. (Incorporated by reference to Exhibit 4.1 to the Company's Registration	

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Statement on form S-3 No. 333-72130)

- 4.2 Sections 2 and 5 of the Amended and Restated Bylaws of the Company. (Incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on form S-3 No. 333-72130)
- 4.3 Knight Transportation, Inc. 2003 Stock Option Plan. (Incorporated by reference from Exhibit 1 to the Company's Proxy Statement filed April 4, 2003 on Schedule 14A.)
- 5.1* Opinion of Ryley Carlock & Applewhite, a professional association
- 23.1* Consent of Ryley Carlock & Applewhite, a professional association (see Exhibit 5.1)
- 23.2* Consent of Deloitte & Touche LLP, independent public accountants

* Filed herewith.

1/ The page numbers where exhibits (other than those incorporated by reference)
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may be found are indicated only on the manually signed Registration Statement.