JOHNSON ROBERT L/AZ
Form 4
November 12, 2004

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(Last) (First) (Middle)

5601 WEST BUCKEYE ROAD

(Street)

PHOENIX, AZ 85043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2004

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
_____ Officer (give title below)
__X__ Other (specify below)
Controller

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	(A) or (D)	Price			
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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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.
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