

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

(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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying Se<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------|

# Edgar Filing: Updike James E. Jr. - Form 4/A

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

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                |       |
|---------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                        | Other |
| Updike James E. Jr.<br>20002 NORTH 19TH AVENUE<br>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.

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.