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KNIGHT TRANSPORTATION INC
Form PRE 14A
March 12, 2002

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒ [X]
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KNIGHT TRANSPORTATION, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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2) Form, Schedule or Registration Statement No.: -----

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NOTICE AND PROXY STATEMENT

FOR

MAY 8, 2002

ANNUAL MEETING OF SHAREHOLDERS

OF

KNIGHT TRANSPORTATION, INC.

APRIL 5, 2002

NOTICE AND PROXY STATEMENT

FOR

MAY 8, 2002

ANNUAL MEETING OF SHAREHOLDERS

OF

KNIGHT TRANSPORTATION, INC.

TO OUR SHAREHOLDERS:

You are cordially invited to attend the 2002 Annual Meeting of Shareholders (the "Annual Meeting") of KNIGHT TRANSPORTATION, INC. (the "Company") to be held at 10:00 A.M., Phoenix time, on May 8, 2002, at The Wigwam Resort Hotel, 300 East Wigwam Boulevard, Litchfield Park, Arizona 85340. The purpose of the Annual Meeting is to:

1. Elect three (3) Class I Directors, each director to serve a term of three years;
2. Approve an amendment to the Articles of Incorporation, extending the present super-majority provision in the Company's Articles of Incorporation for three years;
3. Approve the addition of 300,000 shares of the Company's Common Stock to the Company's Stock Option Plan for the issuance of stock options.
4. Ratify the selection of the Company's independent public accountants for 2002; and
5. Transact such other business as may properly come before the Annual Meeting.

The Board of Directors has fixed the close of business on March 21, 2002, as the Record Date for determining those shareholders who are entitled to receive notice of and vote at the Annual Meeting or any adjournment of that meeting. Shares of Common Stock can be voted at the Annual Meeting only if the holder is present at the Annual Meeting in person or by valid proxy. A copy of the Company's 2001 Annual Report to Shareholders, which includes audited consolidated financial statements, is enclosed.

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YOUR VOTE IS IMPORTANT. TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING, YOU ARE REQUESTED TO PROMPTLY DATE, SIGN AND RETURN THE ACCOMPANYING PROXY IN THE ENCLOSED ENVELOPE.

By Order of the Board of Directors,

Timothy M. Kohl,
Secretary

Phoenix, Arizona
April 5, 2002

KNIGHT TRANSPORTATION, INC. PROXY STATEMENT

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KNIGHT TRANSPORTATION, INC.
5601 WEST BUCKEYE ROAD
PHOENIX, ARIZONA 85043

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation of proxies from the shareholders of Knight Transportation, Inc. to be voted at the Annual Meeting of Shareholders (the "Annual Meeting") to be held on May 8, 2002. THE ENCLOSED PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY. If not otherwise specified, all proxies received pursuant to this solicitation will be voted FOR the Director Nominees named below, and FOR the Amendment to our Articles of Incorporation extending the present super-majority provision required to approve a merger or consolidation or the sale of substantially all of the Company's assets and FOR the addition of 300,000 shares of common stock for issuance under our Stock Option Plan. We also expect to ratify the selection of our independent public accountants for 2002 at the Annual Meeting. At the time of the mailing of this Proxy Statement, our Board of Directors had not selected the Company's independent accountants for 2002. SEE "Selection of Independent Accountants," below.

The Proxy Statement, proxy card, and our Annual Report was first mailed on or about April 5, 2002, to shareholders of record at the close of business on March 21, 2002 (the "Record Date").

THE TERMS "WE," "OUR," "US" OR THE "COMPANY" REFER TO KNIGHT TRANSPORTATION, INC. AND ITS SUBSIDIARIES.

RIGHT TO ATTEND ANNUAL MEETING; REVOCATION OF PROXY

Returning your proxy now will not interfere with your right to attend the Annual Meeting or to vote your shares personally at the Annual Meeting, if you wish to do so. Shareholders who execute and return proxies may revoke them at any time before they are exercised by giving written notice to the Secretary of the Company at our address, by executing a subsequent proxy and presenting it to the Secretary of the Company, or by attending the Annual Meeting and voting in person.

COSTS OF SOLICITATION

We will bear the cost of solicitation of proxies, which will be nominal and will include reimbursements for the charges and expenses of brokerage firms and others for forwarding solicitation material to beneficial owners of our outstanding common stock. Proxies will be solicited by mail, and may be solicited personally by directors, officers or our regular employees, who will not be compensated for their services.

VOTING SECURITIES OUTSTANDING

As of March 21, 2002, there were approximately 37,535,155 shares of our Common Stock, par value \$0.01 per share (the "Common Stock"), issued and outstanding. Only holders of record of Common Stock at the close of business on the Record Date are entitled to vote at the Annual Meeting, either in person or by valid proxy. Ballots cast at the Annual Meeting will be counted by the

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Inspector of Elections and the results of all ballots cast will be announced at the Annual Meeting.

Except in the election of directors, shareholders are entitled to one (1) vote for each share held of record on each matter of business to be considered at the Annual Meeting. In the election of directors, cumulative voting is required by law. See "REQUIRED MAJORITY," below. Abstentions will not be counted in voting on any proposal. A broker non-vote is not counted for purposes of approving matters to be acted upon at the Annual Meeting. A "broker non-vote" occurs when a nominee holding voting shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to the item and has not received voting instructions from the beneficial owner.

ANNUAL REPORT

The information included in this Proxy Statement should be reviewed in conjunction with the Consolidated Financial Statements, Notes to Consolidated Financial Statements, Independent Public Accountants' Report and other information included in our 2001 Annual Report to Shareholders that was mailed on or about April 5, 2002, with this Notice of Annual Meeting and Proxy Statement, to all shareholders of record as of the Record Date.

REQUIRED MAJORITY, CUMULATIVE VOTING

Under the Constitution of the State of Arizona, each holder of Common Stock has cumulative voting rights in electing directors of an Arizona corporation. Under cumulative voting, each shareholder, when electing directors, has the right to cast as many votes in the aggregate as he has voting shares multiplied by the number of directors to be elected. For example, if a shareholder has 100 shares and three directors are to be elected, the shareholder may cast 300 votes. Each shareholder may cast the whole number of votes, either in person or by proxy, for one candidate or may distribute such votes among the nominees for director as the shareholder determines. The nominees for director who receive the most votes will be elected. Under the cumulative voting rights provided by the Constitution of the State of Arizona, each shareholder, when electing a class of directors, has the right to cast as many votes in the aggregate as he has voting shares multiplied by the number of directors to be elected in that class of directors. For example, this year three (3) Class I directors will stand for election. If a shareholder has 100 shares, the shareholder may cast 300 votes and may vote all of those shares for a single director nominee or distribute those votes among the director nominees as the shareholder determines. Other matters submitted to shareholders for consideration and action at the Annual Meeting must be approved by a simple majority vote of those shares present in person or by proxy.

HOW TO READ THIS PROXY STATEMENT

Set forth below are all the proposals to be considered by shareholders at our Annual Meeting of Shareholders to be held on May 8, 2002. Following the description of each proposal is important information about our management and our Board of Directors; executive compensation; transactions between the Company and our officers, directors and affiliates; our stock owned by management and other large shareholders; and how shareholders may make proposals at the Annual Meeting. EACH SHAREHOLDER SHOULD READ THIS INFORMATION BEFORE COMPLETING AND RETURNING THE ENCLOSED PROXY CARD.

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ITEM NO. 1. ELECTION OF DIRECTORS

The Board of Directors has nominated three (3) persons to serve on the Board commencing with the 2002 Annual Meeting. Pursuant to our Articles of Incorporation, beginning with the first annual meeting of shareholders following the first election of Class I, Class I and Class III directors, and continuing at each annual meeting of shareholders thereafter, each director elected in a class shall be elected to serve for a term ending with the conclusion of the third annual meeting of shareholders after the date of such director's election. At our 2001 Annual Meeting of Shareholders, nine (9) directors were elected to serve on our Board in three (3) classes of three (3) directors each. Class I directors were elected for a one year term; Class II directors were elected for a two year term; and Class III directors were elected for a three year term. Class I directors stand for reelection at this year's Annual Meeting to serve a term of three years. Cumulative voting will apply in the election of directors. INFORMATION CONCERNING THE COMPENSATION OF OFFICERS AND DIRECTORS, THEIR STOCK OWNERSHIP IN THE COMPANY, AND TRANSACTIONS BETWEEN OFFICERS, DIRECTORS AND 10% OR GREATER SHAREHOLDERS IS SET FORTH BELOW.

NOMINEES FOR DIRECTOR

CLASS I DIRECTORS (THREE-YEAR TERM)

Donald A. Bliss
Timothy M. Kohl
Mark Scudder

Each nominee to the Board of Directors has consented to serve. Messrs. Randy Knight, Kevin P. Knight, Gary J. Knight, and Keith T. Knight, who collectively have voting power over approximately 36% of our issued and outstanding shares of Common Stock, have indicated that they intend to vote their shares for the election of all director nominees.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE ELECTION OF THE BOARD OF DIRECTOR NOMINEES.

INFORMATION CONCERNING DIRECTORS AND NOMINEES

Information concerning the names, ages, positions, terms and business experience of our current directors and nominees for director is set forth below.

NAME ----	AGE ---	COMPANY POSITION AND OFFICES HELD -----
Donald A. Bliss(1)(4)	69	Director
Timothy M. Kohl	54	Chief Financial Officer, Secretary, Director
Gary J. Knight(2)(4)	50	President, Director
Keith T. Knight(2)	47	Executive Vice President, Director
Kevin P. Knight (2)(4)	45	Chairman of the Board, Chief Executive Officer, Director
Randy Knight(2)	53	Director
G.D. Madden(1)(3)	62	Director
Matt Salmon(1)	44	Director
Mark Scudder(3)(4)	39	Director

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Our executive officers serve at the will of the Board of Directors.

(1) Member of the Audit Committee.

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- (2) Randy Knight and Gary J. Knight are brothers and are cousins of Kevin P. Knight and Keith T. Knight, who are also brothers.
- (3) Member of the Compensation Committee.
- (4) Member of the Executive Committee.

BIOGRAPHICAL INFORMATION CONCERNING DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

DONALD A. BLISS was elected to our Board of Directors in February 1995. Until December 1994, Mr. Bliss was Vice President and Chief Executive Officer of U.S. West Communications, a U.S. West company. Mr. Bliss has also been a Director of Bank of America Arizona since 1988 and was a Director of U.S. West Communications from 1987 to 1994. Mr. Bliss has been a Director of Continental General since 1990 and a Director of Western-Southern Insurance Company since April 1, 1998. Mr. Bliss is currently employed by AON Risk Services of Arizona Inc. as its Senior Managing Director.

TIMOTHY M. KOHL joined us in 1996. Mr. Kohl was elected to our Board of Directors in May 2001. Mr. Kohl has served as our Chief Financial Officer and Secretary since October 16, 2000, when he was selected by the Board to replace Mr. Clark Jenkins, who had resigned from the Company to take another position. Mr. Kohl served as Vice President of Human Resources for us from January, 1996 through May, 1999. From May, 1999 through October, 2000, Mr. Kohl served as Vice President of our Southeast Region. Prior to his employment with us, Mr. Kohl was employed by Burlington Motor Carriers as Vice President of Human Resources. Prior to his employment with Burlington Motor Carriers, Mr. Kohl served as Vice President of Human Resources for JB Hunt.

GARY J. KNIGHT has served as our President since 1993, and has been an officer and director of the Company since 1990. From 1975 until 1990, Mr. Knight was employed by Swift Transportation Co., Inc. ("Swift"), a long haul trucking company, where he was an Executive Vice President.

KEITH T. KNIGHT has served as our Executive Vice President since 1993, and has been an officer and director of the Company since 1990. From 1977 until 1990, Mr. Knight was employed by Swift, where he was a Vice President and Manager of Swift's Los Angeles terminal.

KEVIN P. KNIGHT has served as our Chairman of the Board since May 1999, has served as our Chief Executive Officer since 1993, and has been an officer and director of the Company since 1990. From 1975 to 1984 and again from 1986 to 1990, Mr. Knight was employed by Swift, where he was an Executive Vice President and President of Cooper Motor Lines, Inc., a Swift subsidiary.

RANDY KNIGHT has been a director of the Company since its inception in 1989 and is presently a consultant to the Company. Mr. Knight served as an officer of the Company since 1989 and he resigned as an officer and Vice Chairman of the Board of Directors on July 31, 1999. Mr. Knight served as Chairman of the Board from 1993 to July 1999. From 1985 to the present, Mr. Knight has owned a 50% interest in and served as Chairman of Total Warehousing, Inc. ("Total Warehousing"), a commercial warehousing and local transportation business located in Phoenix, Arizona. Mr. Knight was employed by Swift or related companies from 1969 to 1985, where he was a Vice President and shareholder.

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G.D. MADDEN has served as a director of the Company since January 1997. Since 1996, Mr. Madden has been President of Madden Partners, a consulting firm he founded, which specializes in transportation technology and strategic issues. Prior to founding Madden Partners, he was President and CEO of Innovative Computing Corporation, a subsidiary of Westinghouse Electric Corporation. Mr. Madden founded Innovative Computing Corporation (ICC), a privately held company,

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which grew to be the largest supplier of fully integrated management information systems to the trucking industry. Mr. Madden sold ICC to Westinghouse in 1990 and continued to serve as its President and CEO until 1996.

MATT SALMON was elected to our Board in May 2001. Mr. Salmon is the Executive Vice President of APCO Worldwide, a Washington, D.C. based consulting firm specializing in worldwide strategic communications and public affairs matters with 25 offices around the globe, including Europe and China. As an executive of APCO, Mr. Salmon provides clients with strategic communications and governmental affairs advice. Prior to joining APCO, Mr. Salmon was a member of the United States House of Representatives from Arizona from 1994 through 1999. Prior to that time, he served four years in the Arizona State Senate and for 13 years as a telecommunications executive with U.S. West Communications. While a member of the United States House of Representatives, Mr. Salmon served on the International Relations Committee and as Chairperson and Founding Member of the House Renewable Energy Caucus. Mr. Salmon is currently a candidate for the office of Governor of the State of Arizona.

MARK SCUDDER has served as a director of the Company since November 1999. Mr. Scudder is a principal of Scudder Law Firm, P.C., L.L.O. ("Scudder Law Firm"), in Lincoln, Nebraska and has been involved in the private practice of law since 1988. Mr. Scudder is a member of the board of directors of Covenant Transport, Inc., a publicly held long haul trucking company, and of UMB Bank Nebraska, N.A., a banking subsidiary of UMB Financial Corporation, a publicly traded, multi-bank holding company.

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ITEM NO. 2. PROPOSAL TO AMEND ARTICLES OF INCORPORATION

Article XI of our Restated Articles of Incorporation ("Articles of Incorporation") requires the approval by a sixty-seven percent (67%) majority vote of our shareholders entitled to vote in order to effect the sale of all or substantially all of our assets, any share exchange, plan of merger or consolidation pursuant to which our outstanding common stock is converted into cash or other consideration. This provision expires on December 31, 2002. The proposed amendment to our Articles of Incorporation would extend this provision for another three years so that such provision would expire December 31, 2005. If the proposed amendment is adopted, Messrs. Kevin P. Knight, Gary J. Knight, Keith T. Knight and Randy Knight, collectively, owners of approximately 36% of our outstanding common stock, would have the ability to prevent any change of control of the Company. A copy of the amendment language is set forth in EXHIBIT 1 to this Proxy Statement.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THIS AMENDMENT TO THE ARTICLES OF INCORPORATION.

ITEM NO. 3. PROPOSAL TO APPROVE THE AUTHORIZATION OF ADDITIONAL SHARES TO BE RESERVED FOR ISSUANCE UNDER THE STOCK OPTION PLAN

We currently maintain a Stock Option Plan (the "Plan") to enable our officers, directors and certain key and critical line employees, including drivers and other employees, to participate in the ownership of the Company. The Plan is designed to attract and retain directors, officers, and key employees and critical line employees, to provide them long-term incentives if our Company continues to grow, and to align their interests with the interests of our shareholders. The Plan is administered by the Compensation Committee of our Board of Directors (the "Compensation Committee"). The Plan allows the Compensation Committee to grant incentive stock options ("ISOs") and nonqualified stock options ("NSOs") to our employees as a form of incentive compensation.

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All stock grants made under the Plan are evidenced by a written agreement between the Company and the participant. Stock options issued under the Plan are at the fair market value of a share of Common Stock on the date of grant, except for automatic options issued to directors upon their election to the Board, which may be issued at 85% of fair market value as of the date of grant. See "Executive Compensation - Stock Option Plan," below. Common stock reserved for stock grants made under the Plan is automatically increased upon the occurrence of any stock split, reverse stock split, subdivision, stock dividend, reorganization or reclassification of our stock, without further action by the Company. Participants exercise no rights as shareholders of the Company with respect to shares subject to any stock grant until a stock certificate is issued following the exercise of a grant. If not earlier terminated, the Plan will expire on August 31, 2004. We have reserved the right to terminate, suspend, discontinue, modify or amend the Plan in any respect, at any time, except that without the approval of our shareholders, no revision or amendment may change the number of shares of Company stock subject to the Plan, change the designation of the class of employees eligible to receive options, decrease the price at which options may be granted, or remove the administration of the Plan from the Compensation Committee. Notwithstanding this limitation, we will not terminate the Plan with regard to any outstanding stock grant unless notice of termination is given to the participant and the participant is permitted at least 15 days to exercise any issued and outstanding stock grant, but only if such stock grant is then exercisable.

At the Annual Meeting, shareholders will be asked to authorize the addition of 300,000 more shares of our Common Stock to be available for stock grants made under the Plan. These additional shares will be subject to the same terms and conditions under the Plan as the current shares available for issuance under the Plan.

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The Plan was established in 1994 and 650,000 shares of Common Stock were reserved for issuance thereunder. The Plan was amended and restated in 1998 to increase the number of shares reserved for issuance to 1,000,000. As of March 21, 2002, a total of 3,375,000 shares of our common stock are currently available for stock grants after giving effect to the Company's three for two stock splits on December 28, 2001, June 1, 2001, and May 28, 1998. Of these 3,375,000 shares, _____ shares are subject to issued and outstanding grants and _____ shares are available for new stock grants as of March 21, 2002.

In order to assure the Plan's continuation and the continued availability of stock options for employees and officers, in March 2002, our Board of Directors authorized an additional 300,000 shares of Common Stock to be available for stock grants made under the Plan, subject to approval of our shareholders. The Board of Directors believes that our stock option program is an appropriate vehicle for recognition of employee performance and providing incentives to employees for continued performance. If the amendment to the Stock Option Plan is approved by shareholders, ownership of our issued and outstanding Common Stock could increase by as much as _____%, if all issued and outstanding options are exercised and all shares of Common Stock reserved for the issuance of stock options are in fact issued as stock options. A copy of the amendment language is set forth in EXHIBIT 2 to this Proxy Statement.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS APPROVE THE ADDITION OF SHARES OF OUR COMMON STOCK TO THE PLAN.

SELECTION OF INDEPENDENT ACCOUNTANTS

The Board of Directors customarily asks that shareholders ratify and approve the Board's selection of our independent public accountants. At the time of the mailing of this Proxy Statement our Board of Directors was soliciting

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from the largest public accounting firms requests for proposals to serve as our independent public accountants and had not selected the Company's independent public accountants for the current fiscal year. Our Board of Directors will review and consider the proposals made by independent public accountants and will select and recommend for shareholder ratification at the Annual Meeting an independent public accounting firm. The Board of Directors anticipates that it will select one of the "Big Five" accounting firms to serve as our independent public accountants for the fiscal year ended December 31, 2002; namely Arthur Andersen, LLP, Deloitte & Touche, Ernst & Young LLP, KPMG LLP, or Pricewaterhouse Coopers. The Company has no disagreements with its current independent public accountant, Arthur Andersen, LLP.

Arthur Andersen LLP, independent public accountants ("Arthur Andersen"), was our principal accounting firm during the year ended December 31, 2001. Arthur Andersen has served as our independent public accountant since 1994. A representative of Arthur Andersen is expected to be present at the Annual Meeting with an opportunity to make a statement if such representative desires to do so, and is expected to respond to appropriate questions.

FISCAL YEAR 2001 AUDIT FEE SUMMARY

During fiscal year 2001, Arthur Andersen provided services in the following categories to us and was paid the following amounts:

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Audit Fees	\$110,295
Financial Information System Design and Implementation	\$ --
Other	
Other Audit Related Fees	\$ 63,000
All Other	\$ 12,776

The non-audit fees we paid Arthur Andersen related to our public stock offering made in November 2002, pursuant to a registration statement filed with the Securities and Exchange Commission.

The Audit Committee has considered whether the provisions of non-audit services by Arthur Andersen, as our principal auditor for the fiscal year ending December 31, 2001, is compatible with maintaining auditor independence.

CORPORATE GOVERNANCE --

MEETINGS AND COMPENSATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

BOARD OF DIRECTORS. Our business is managed by our Board of Directors. During the year ended December 31, 2001, our Board of Directors met on six occasions, including twice by telephonic meeting. Each of the directors attended 75% or more of the meetings of the Board of Directors and the meetings held by all of the committees of the Board on which he served.

DIRECTORS' COMPENSATION. Directors who are not 10% shareholders or employees of the Company ("Independent Directors") receive annual compensation of \$5,000, plus a fee of \$500 for attendance at each meeting of the Board of Directors, and a fee of \$250 for Board committee meetings. We also reimburse directors for the expense incurred in attending a meeting. Independent Directors appointed to the Board of Directors also receive an automatic grant of a non-qualified stock option ("NSO") for that number of shares of Common Stock approved by the Board but not less than 2,500 nor more than 5,000 shares. To date, all directors have

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received an option grant of 2,500 shares of our Common Stock. The exercise price of a NSO is 85% of the fair market value of our stock as of the date of grant. The option is forfeitable if a director resigns one year after election as a director. The Board of Directors has granted each of Donald A. Bliss, G.D. Madden, Matt Salmon and Mark Scudder, an NSO for 2,500 shares of our Common Stock at original exercise prices of \$13.18, \$20.19, \$_____ and \$11.75, respectively.

Members of the Board of Directors also have the option to accept shares of our Common Stock in lieu of director's fees. If this option is elected, we issue Common Stock on February 15 and August 15 of each year in payment of accrued director's fees for the preceding six month periods ending June 30 and December 31, respectively, at the closing market price for such shares as of the trading day prior to issuance.

Mr. Randy Knight, who is one of our directors, also serves as a consultant to us and receives \$50,000 per year for his consulting services. The consulting agreement with Mr. Knight is terminable at the election of either party.

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COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has established three (3) committees, which are authorized to act on behalf of the Board in their respective spheres: the Executive Committee, the Audit Committee and the Compensation Committee. The responsibilities of each Committee are described below.

EXECUTIVE COMMITTEE

The Executive Committee of the Board was established November 7, 2000. The Executive Committee is authorized to act on behalf of the Board of Directors when the Board of Directors is not in session. The members of the Executive Committee are Kevin Knight, Gary Knight, Don Bliss, and Mark Scudder. The Executive Committee met once in 2001.

AUDIT COMMITTEE AND AUDIT COMMITTEE REPORT

The Audit Committee for 2001 was composed of Donald A. Bliss, G.D. Madden and Matt Salmon. Mr. Bliss served as Chairman of the Audit Committee. The Audit Committee met five times during 2001. Since 1994, the Audit Committee, has operated pursuant to a written charter detailing its duties. The Audit Committee's Charter is set forth in EXHIBIT 3, below. All of the members of the Audit Committee are independent directors, as defined in the NASDAQ Stock Market's Listing Rule 4200. In performing its duties, the Audit Committee, as required by applicable Securities and Exchange Commission rules, issues a report recommending to the Board of Directors that our audited financial statements be included in our Annual Report on Form 10-K, and certain other matters, including the independence of our outside public accountants. The REPORT OF THE AUDIT COMMITTEE is set forth below.

THE AUDIT COMMITTEE REPORT SHALL NOT BE DEEMED TO BE INCORPORATED BY REFERENCE INTO ANY FILING MADE BY US UNDER THE SECURITIES ACT OF 1933 ON THE SECURITIES EXCHANGE ACT OF 1934, NOTWITHSTANDING ANY GENERAL STATEMENT CONTAINED IN ANY SUCH FILINGS INCORPORATING THIS PROXY STATEMENT BY REFERENCE, EXCEPT TO THE EXTENT WE INCORPORATE SUCH REPORT BY SPECIFIC REFERENCE.

REPORT OF THE
AUDIT COMMITTEE
OF
KNIGHT TRANSPORTATION, INC.

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The Board of Directors of the Company has appointed an Audit Committee. The functions of the Audit Committee are focused on: (1) the adequacy of the Company's internal controls and financial reporting process and the reliability of the Company's financial statements; (2) the independence of the Company's external auditors; and (3) the Company's compliance with legal and regulatory requirements.

For the fiscal year ending December 31, 2001, Donald Bliss, G.D. Madden and Matt Salmon comprised the Audit Committee. Donald Bliss acted as the Chairman. The Audit Committee meets periodically with management to discuss the adequacies of the Company's internal financial controls and the objectivity of its financial reporting. The Committee also meets with the Company's independent auditors.

The directors who serve on the Audit Committee are all "independent" for purposes of the NASDAQ Stock Market listing standards. That is, none of the members has a relationship to the Company that would interfere with his independence from the Company and its management.

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The Board of Directors has adopted a written charter setting forth the Audit Committee's functions. A copy of the Audit Committee's charter may be found in EXHIBIT 3 to this Proxy Statement.

The Company retains independent public accountants who are responsible for conducting an independent audit of the Company's financial statements, in accordance with generally accepted auditing standards and issuing a report thereon. In performing its duties, the Audit Committee has discussed the Company's financial statements with management and with the Company's independent auditors and, in issuing this report, has relied upon the responses and information provided to the Audit Committee by management and the Company's independent auditors.

Management of the Company has primary responsibility for the Company's financial statements and the overall reporting process, including maintenance of the Company's system of internal controls. The independent auditors audit the annual financial statements prepared by management, and express an opinion as to whether those financial statements fairly present the financial position, results of operation and cash flows of the Company in conformance with generally accepted accounting principles, and discuss with the Audit Committee any issues they believe should be raised.

For the fiscal year ending December 31, 2001, the Audit Committee:

(1) Reviewed and discussed the audited financial statements with management of the Company;

(2) Discussed with Arthur Andersen LLP, the independent auditors of the Company, the matters required to be discussed by Statement on Accounting Standards No. 61 (communications with Audit Committees); and

(3) Reviewed and discussed the written disclosures and the letter from the Company's independent auditors the matters relating to the auditor's independence from the Company.

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(4) Reviewed other matters with management and with the Company's independent auditors that come to the attention of the Audit Committee.

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Based upon the Audit Committee's review and discussion of the matters above, the Audit Committee recommends to the Board of Directors of the Company that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

Donald Bliss, Chairman

February 6, 2002

G.D. Madden, Member

February 6, 2002

Matt Salmon, Member

February 6, 2002

COMPENSATION COMMITTEE

The Compensation Committee is composed entirely of directors who are not officers, employees or 10% shareholders of the Company. The Compensation Committee reviews all aspects of Executive Compensation and makes recommendations on such matters to the full Board of Directors. The Compensation Committee also reviews and approves stock options granted by the Company. The Compensation Committee met formally one time in 2001 to issue its Report on Executive Compensation. The Compensation Committee, by written action taken without a meeting, also approves stock option grants we propose to make to officers and employees. Additional information concerning the Compensation Committee, its members, Compensation Committee interlocks, and its REPORT ON EXECUTIVE COMPENSATION and the Performance Graph are set forth under "EXECUTIVE COMPENSATION," below.

OTHER COMMITTEES

We do not maintain a standing nominating committee or other committee performing a similar function.

COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the Securities and Exchange Commission ("SEC") and the National Association of Securities Dealers Automated Quotation System ("NASDAQ") reports of ownership and changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and greater than 10% beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. During the 2001 fiscal year, certain of our officers were late in filing Section 16(a) forms with the SEC. In June 2001, Keith Knight, Randy Knight, Gary Knight and Bruce Beck, Jr. failed to timely file Section 16(a) forms as a result of the late receipt of information concerning their respective transactions. Mike Breton and Cory Webster were not timely in filing Section 16(a) forms in November 2001 due to a delay in receiving information. All reports have since been filed. Based solely upon a review of the copies of such reports furnished to the Company, or written representations that no other reports were required, we believe that during the 2001 fiscal year, all other Section 16(a) filing requirements applicable to our directors, executive officers and greater than 10% beneficial owners were complied with.

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EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The table which follows sets forth information concerning compensation for the fiscal years ended December 31, 2001, 2000, and 1999 awarded to, earned by, or paid to our Chief Executive Officer and our five most highly compensated executive officers, other than the Chief Executive Officer, whose total annual salary and bonus exceeded \$100,000 for the fiscal year ended December 31, 2001 (the "Named Executive Officers").

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG-TERM C		
		SALARY (\$)	BONUS (\$)	OTHER ANNUAL COMPENSATION (\$)	AWARDS		PA
					RESTRICTED STOCK AWARD (\$)	OPTIONS/ SARS (#)	
Kevin P. Knight, Chairman, Chief Executive Officer	2001	265,000	0	0	0	0	
	2000	260,000	0	0	0	0	
	1999	250,000	0	0	0	0	
Gary J. Knight, President	2001	265,000	0	0	0	0	
	2000	260,000	0	0	0	0	
	1999	250,000	0	0	0	0	
Keith T. Knight, Executive Vice President	2001	265,000	0	0	0	0	
	2000	250,000	0	0	0	0	
	1999		0	0	0	0	
Timothy M. Kohl Chief Financial Officer, Secretary	2001	136,067	20,000	0	0	22,500	
	2000	132,000	15,000	0	0	14,000	
	1999	n/a					
Cory Webster, Vice President	2001	135,000	15,000	0	0	6,000	
	2000	120,000	15,000	0	0	9,000	

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1999	120,000	30,000	0	0	6,750
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The following table sets forth stock options granted to Named Executive Officers in 2001:

NAMED OFFICER(1)	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED (#)	PERCENT OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN 2001	EXERCISE OR BASE PRICE (\$/SH)	EXPIRATION DATE	5% (\$)	10% (\$)
Timothy M. Kohl	22,500	3.4	\$11.00	9/17/11		
Cory Webster	6,000	.93	\$11.00	9/17/11		

(1) In 2001, 2000 and 1999, compensation included in the category of "All Other Compensation" for each of the Named Executive Officers included Company contributions in the amount of \$625, for each year, to the Knight Transportation, Inc. 401(k) Plan. The balance of compensation included in "All Other Compensation" represents the annual economic benefit derived from a \$2,000,000 split-dollar life insurance policy maintained for each of the Knights during 2001, which will be reimbursed to the Company upon termination or payment of the policy.

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Except as set forth above, no stock appreciation rights (SARs) or other options were granted during the 2001 fiscal year to any of the Named Executive Officers.

The following table sets forth the information with respect to the exercise of stock options during the fiscal year ended December 31, 2001.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND OPTION VALUES AS OF DECEMBER 31, 2001(1)

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF UNEXERCISED OPTIONS AT FISCAL YEAR END 12/31/01 (#)		VALUE OF UN IN-THE-MONEY 2001 FISCAL	
			EXERCISABLE	UNEXERCISABLE (2)	EXERCISABLE	UNE
Timothy M. Kohl	10,936	\$178,380	6,750	64,125	\$	126,765
Cory Webster	9,800	166,735	87,116	18,375		1,636,038

- (1) None of the other Named Executive Officers (Kevin P. Knight, Gary J. Knight, and Keith T. Knight) were granted or exercised any options during fiscal year 2001.
- (2) Any option exercisable within 60 days of December 31, 2001, is treated as if it were currently exercisable.
- (3) All options have been adjusted to reflect the effect of each of our three-for-two stock splits, effected as stock dividends on May 18, 1998,

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June 1, 2001 and December 28, 2001.

- (4) Based on a closing price of \$18.78 of our Common Stock on December 31, 2001.

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LONG TERM INCENTIVE PLAN

Other than our Stock Option Plan in which none of our Named Executive Officers, other than Mr. Timothy M. Kohl and Cory Webster, participate, we do not have a long-term incentive plan or a defined benefit plan, and we have not issued any stock appreciation rights.

EMPLOYMENT AGREEMENTS

We currently do not have any employment contracts, severance or change-in-control agreements with any of our Named Executive Officers.

Upon Randy Knight's retirement as Chairman in 1999, we entered into a Consulting Agreement with Mr. Knight for \$50,000 per year. The Consulting Agreement is terminable at any time by either party. Presently, consulting services are rendered by Randy Knight through a limited liability company controlled by Mr. Knight.

STOCK OPTION PLAN

We adopted in 1994 and currently maintain a stock option plan (the "Plan" or the "Stock Option Plan") to enable directors, officers and certain key and critical line employees of the Company, including drivers and other employees, to participate in the ownership of the Company. The Plan was amended and restated during 1998 to authorize the grant of options for an additional 350,000 shares of Common Stock under the Plan, for a total of 1,500,000 shares of Common Stock, after giving effect to our 1998 stock dividend. The Plan is designed to attract and retain directors, executive officers, our key employees and critical line employees, and to provide long-term incentives to those persons. In authorizing stock grants under the Plan, the Compensation Committee has sought to align the interests of employees with our shareholders and has sought to make stock grants to those key employees and operating personnel whose performance is important to our success. As of December 31, 2001, we had granted options to employees and directors to purchase 1,957,076 shares of our Common Stock; 439,387 Shares of Common Stock were reserved for the issuance of future stock options and grants. SEE "Item No. 3, Proposed to Approve the Authorization of Additional Shares to be Reserved for Issuance Under the Stock Option Plan," above, for additional information about the Stock Option Plan.

401(k) PLAN

We also sponsor a 401(k) Plan (the "401(k) Plan"). The 401(k) Plan is a profit sharing plan that permits voluntary employee contributions on a pre-tax basis under section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, a participant may elect to defer a portion of his compensation and have us contribute a portion of his compensation to the 401(k) Plan. We make a discretionary matching contribution. For 2001, our contribution was \$625 per participant. The Plan's assets are held and managed by an independent trustee. Under the 401(k) Plan, eligible employees have the right to direct the investment of employee and employer contributions among several mutual funds. The 401(k) Plan also allows its participants to direct the trustee to purchase shares of our stock on the open market up to a maximum of ____% of their 401(k) Plan account balance. As of December 3, 2001, ____% of all assets held by the 401(k) Plan were invested in our Common Stock. Our senior executives and certain key employees are not permitted to participate in the 401(k) Plan feature that allows them to purchase our Common Stock in their 401(k) Plan accounts.

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Amounts we contribute for a participant vest over five years and are held in trust until distributed pursuant to the terms of the 401(k) Plan. An employee is eligible to participate in the 401(k) Plan if he has attained age 19 and completed 1,000 hours of service within a 12 month period. Distributions from participant accounts are not permitted before age 59-1/2, except in the event of death, disability, separation from service, or certain financial hardships.

COMPENSATION COMMITTEE, COMPENSATION COMMITTEE INTERLOCKS, REPORT ON EXECUTIVE COMPENSATION

THE COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION, AND THE PERFORMANCE GRAPH THAT FOLLOW SHALL NOT BE DEEMED TO BE INCORPORATED BY REFERENCE INTO ANY FILING MADE BY US UNDER THE SECURITIES ACT OF 1933 OR THE SECURITIES EXCHANGE ACT OF 1934, NOTWITHSTANDING ANY GENERAL STATEMENT CONTAINED IN ANY FILING INCORPORATING THIS PROXY STATEMENT BY REFERENCE, EXCEPT TO THE EXTENT WE INCORPORATE THIS REPORT AND GRAPH BY SPECIFIC REFERENCE.

The Compensation Committee is composed entirely of directors who are not officers, employees or 10% or greater shareholders of the Company. The Compensation Committee reviews all aspects of compensation of our executive officers and makes recommendations on compensation matters to the full Board of Directors. The Compensation Committee of the Board of Directors for 2001 was composed of G.D. Madden and Mark Scudder. Mr. Scudder served as Chairman of the Compensation Committee. SEE "CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS," below, for a description of transactions between us and members of the Board of Directors or their affiliates, and "CORPORATE GOVERNANCE - MEETINGS AND COMPENSATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES," above, for a description of compensation of the members of the Compensation Committee. The Compensation Committee also renders an annual report to the Board of Directors concerning the compensation of our executive officers.

The Compensation Committee of the Board of Directors has furnished the following Report on Executive Compensation:

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Under the supervision of the Compensation Committee of the Board of Directors, the Board of Directors reviews the compensation of the Company's executive officers annually. The compensation program for the Company's executive officers is administered in accordance with a pay-for-performance philosophy that links executive compensation with the values, objectives, business strategy, management incentives, and financial performance of the Company.

Because the most senior executive officers of the Company each have substantial holdings of the Company's Common Stock, corporate performance directly affects these executive officers, without regard to compensation. The Committee believes that stock ownership by the Company's most senior executive officers aligns the interests of management with the interests of shareholders in the enhancing of shareholder value. With the exception of Mr. Timothy M. Kohl, Chief Financial Officer and Secretary, and Cory Webster, Vice President, each of whom is eligible for stock options and bonus awards, the Company's executive officers are compensated with a base salary only, with no bonus or short or long term incentives. With respect to Mr. Kohl and other executive officers without substantial holdings of the Company's Common Stock, the objectives of the Company's compensation program are to align, through the grant of stock options, executive and shareholder long-term interests by creating a strong and direct

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link between executive pay and shareholder return. The Company's stock option program is intended to enable executives to develop and

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maintain a significant, long-term stock ownership position in the Company's Common Stock, which will reward executives, as long as the Company continues to perform well. The Committee believes that the Stock Option Plan is an effective tool for accomplishing this objective.

In reviewing base salaries of senior management for 2001 and salary compensation for 2001-2002, including the salary of Mr. Kevin P. Knight, the Company's Chief Executive Officer, the Compensation Committee reviewed and considered (i) compensation information disclosed by similarly-sized publicly held truckload motor carriers; (ii) the financial performance of the Company, as well as the role and contribution of the particular executive with respect to such performance; (iii) non-financial performance related to the individual executive's contributions; and (iv) the particular executive's stock holdings.

The Compensation Committee believes that the annual salaries of the Company's Chief Executive Officer and other executive officers are reasonable compared to similarly situated executives of other truckload motor carriers.

COMPENSATION COMMITTEE

Mark Scudder, Chairman
G. D. Madden, Member
February 6, 2002

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STOCK PERFORMANCE GRAPH

The graph below compares the cumulative total returns of our Common Stock, the NASDAQ Stock Market and the NASDAQ Trucking and Transportation Stocks Indices (the "Peer Group") from December 31, 1997 to December 31, 2001. The graph assumes that \$100 of our Common Stock was purchased on December 31, 1997, at a price of \$8.22 per share and all dividends were reinvested. The graph is adjusted for stock dividends and stock splits. We have paid no dividends on our Common Stock since our inception and do not expect to do so in the foreseeable future. THERE IS NO ASSURANCE THAT OUR STOCK PERFORMANCE WILL CONTINUE INTO THE FUTURE WITH THE SAME OR SIMILAR TRENDS DEPICTED IN THE GRAPH BELOW. WE MAKE NO PREDICTIONS AS TO THE FUTURE PERFORMANCE OF OUR STOCK.

Index Description	12/31/1997	12/31/1998	12/31/1999	12/31/2000	12/31/2001
-----	-----	-----	-----	-----	-----
Knight Transportation, Inc.	201.81	291.13	186.81	209.99	
NASDAQ Stock Market	150.76	212.44	383.79	714.83	
NASDAQ Trucking & Transportation Stocks Index					

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(the "peer" group)	141.29	127.07	122.84	111.72
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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

COMPANY'S PURCHASE AND LEASE OF PROPERTIES

Our headquarters and principal place of business is located at 5601 West Buckeye Road, Phoenix, Arizona, on approximately 65 acres. We own approximately 57 acres and, as of December 31, 2001, leased approximately 8 acres from Randy Knight, a director and principal shareholder of the Company. The property we lease from Randy Knight includes terminal and operating facilities. We made total payments of approximately \$81,000 to, or on behalf of, Total Warehousing and Randy Knight for the year ended December 31, 2001. Randy Knight owns a 50 percent interest in Total Warehousing; the balance is owned by an unaffiliated party.

Our lease with Randy Knight had an original term of five (5) years, with two five (5) year renewal options. The original base rent was \$4,828 per month and has increased periodically through automatic rent escalators. In March 1999, we exercised our option to extend the lease term for five (5) years, until April 30, 2004. We have an additional option to extend the lease term for an additional five (5) years. The current monthly base rent is \$6,700. Under the lease, base rent increases by 3% on the first day of each option term, and the third anniversary of the commencement date of each option term. In addition to base rent, the lease requires us to pay our share of all expenses, utilities, taxes and other charges. Under the lease, the Company and Total Warehousing will continue to use portions of the premises jointly. We have granted Randy Knight access and utility easements over our owned and leased properties. The purchase and lease agreements between us and Randy Knight include cross-indemnities relating to liabilities and expenses arising from the use and occupancy of the property by the parties to the agreements.

We and Total Warehousing from time to time provide services to each other. Total Warehousing provided us with general warehousing services and we paid \$5,300 to Total Warehousing for these services for the year ended December 31, 2001.

Randy Knight retired as an officer of the Company on July 31, 1999, and since then has acted as a consultant to us for which we paid him fees of \$50,000.00 per year. The consulting agreement is terminable at the will of either party. The Board of Directors has approved this arrangement.

We paid approximately \$90,000 during 2001 key employees' life insurance premiums. The total premiums paid are included in "other assets" in the consolidated balance sheet attached to Form 10-K. The life insurance policies provide for cash distributions to the beneficiaries of the policyholders upon death of the key employee. We are entitled to receive the total premiums paid out on the policies at distribution prior to any beneficiary distributions.

CONCENTREK INVESTMENT

We periodically examine investment opportunities in areas related to the truckload carrier business. Our investment strategy is to add to shareholder value by investing in industry related businesses that will assist us in strengthening our overall position in the transportation industry, minimize our exposure to start-up risk and provide us with an opportunity to realize a substantial return on our investment. In April 1999, we acquired a 17% interest in Concentrek, Inc. ("Concentrek"), formerly known as KNGT Logistics, Inc., with the intent of investing in the non-asset transportation business. Our investment

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in Concentrek was approved by a majority of our Independent Directors. We hold non-voting Class A Preferred Stock in Concentrek which is preferred in the event of liquidation, dissolution, sale or merger and with respect to dividends over all other classes of stock, including stock held by members of the Knight family. We have preferential rights if Concentrek issues additional shares and limited voting rights with respect to any merger, consolidation, sale of

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substantially all of Concentrek's assets, and certain other major corporate events. Through a limited liability company, we have lent \$935,000 to Concentrek to fund start-up costs. The loan is evidenced by a Promissory Note that is convertible into Concentrek's Class A Preferred Stock and is secured by a lien on Concentrek's assets.

In October 2001, we agreed to lend directly to Concentrek an additional \$1.4 million on a secured basis to provide additional working capital. This note is secured by a first lien on Concentrek's assets. Other investors in Concentrek include Randy, Kevin, Gary and Keith Knight, who collectively own 43% of Concentrek's issued and outstanding stock, and through the same limited liability company affiliate through which we invested, Randy, Kevin, Gary and Keith Knight have collectively lent to Concentrek the sum of \$4,565,000. This loan is evidenced by a promissory note convertible into Concentrek Class B Preferred Stock to fund Concentrek's start-up costs. Our loans to Concentrek have priority over the loans made by the Knights. Our investment has been structured to limit our exposure to Concentrek start-up losses and business risk.

KNIGHT FLIGHT

In November 2000, we acquired a 19% interest in Knight Flight Services, LLC ("Knight Flight") which acquired and operates a Cessna Citation 560 XL jet aircraft. The aircraft is leased to Pinnacle Air Charter, L.L.C., an unaffiliated entity, which leases the aircraft on behalf of Knight Flight. The cost of the aircraft to Knight Flight was \$8,942,700. We invested \$1,717,700 in Knight Flight in order to assure access to charter air travel for the Company's employees. We have a priority use right for the aircraft and are not obligated to make additional capital contributions to Knight Flight. The remaining 81% interest in Knight Flight is owned by Randy, Kevin, Gary and Keith Knight, who have personally guaranteed the balance of the purchase price and to contribute any capital required to meet any cash short falls. The acquisition of our interest in Knight Flight was approved by a disinterested majority of our Board of Directors. We believe that our interest in Knight Flight allows us to obtain any access to needed charter air services for Company business at prices equal to or less than is available from unrelated charter companies. Knight Flight also makes the aircraft available for charter to third parties through a licensed aircraft charter company.

TRANSACTIONS WITH AFFILIATES

We have adopted a policy that transactions with affiliated persons or entities will be on terms no less favorable to us than those that could be obtained from unaffiliated third parties on an arm's length basis, and that any such transaction must be reviewed by our Independent Directors.

CERTAIN BUSINESS RELATIONSHIPS

During 2001, we retained Scudder Law Firm to perform certain legal services on our behalf. We paid Scudder Law Firm approximately \$64,500 for services during 2001. The amounts paid to Scudder Law Firm exceeded 5% of that Firm's revenue in 2001. Mark Scudder, a member of our Board of Directors, is also a member of Scudder Law Firm and performed legal services on behalf of us. (We

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intend to continue the use of Scudder Law Firm during 2002.)

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of February 29, 2002, the number and percentage of outstanding shares of Company Common Stock beneficially owned by each person known by us to beneficially own more than 5% of such stock, by each Director and Named Executive Officer of the Company, and by all directors and executive officers of the Company as a group.

NAME AND ADDRESS OF BENEFICIAL OWNER(1) -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PERCENT OF CLASS -----
Donald A. Bliss(2)	14,079	*
Timothy M. Kohl(3)	13,070	*
Gary J. Knight(4)	3,355,209	9.25%
Keith T. Knight(5)	3,306,147	9.12%
Kevin P. Knight(6)	3,291,365	9.1%
Randy Knight(7)	2,849,633	7.86%
G.D. Madden(8)	11,379	*
Matt Salmon	--	*
Mark Scudder(9)	2763	*
Wasatch Advisors, Inc.(10)	2,561,045	7.1%
FMR Corp.(11)	1,994,075	5.49%
All directors and executive officers as a group (nine persons)	12,843,648	35.42%

* Represents less than 1% of our outstanding Common Stock.

- (1) The address of each officer and director is 5601 West Buckeye Road, Phoenix, Arizona 85043. The address of Wasatch Advisors, Inc. ("Wasatch") is 150 Social Hall Avenue, Salt Lake City, Utah 84111. All information provided with respect to Wasatch is based solely upon the Company's review of a Schedule 13G/A, filed by Wasatch with the Securities and Exchange Commission on February 14, 2002. The address of FMR Corp. ("FMR") is 82 Devonshire Street, Boston, Massachusetts 02109. All information provided with respect to FMR is based solely upon the Company's review of a Schedule 13G filed by FMR with the Securities and Exchange Commission on February 14, 2002.
- (2) Includes 14,079 shares beneficially owned by Donald A. Bliss over which he exercises sole voting and investment powers under a Revocable Trust Agreement.
- (3) Includes 6,750 shares that Timothy M. Kohl has the right to acquire through exercise of stock options and 6,320 shares owned outright.

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- (4) Includes 3,350,146 shares beneficially owned by Gary J. Knight over which he exercises sole voting and investment power as a Trustee under a Revocable Trust Agreement dated May 19, 1993, and 5,063 shares owned by minor children who share the same household.

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- (5) Includes 3,301,085 shares beneficially owned by Keith T. Knight over which he and his wife, Fawna Knight, exercise sole voting and investment power as Trustees under a Revocable Trust Agreement dated March 13, 1995, and 5,063 shares owned by minor children who share the same household.
- (6) Includes 3,254,127 shares beneficially owned by Kevin P. Knight over which he and his wife, Sydney Knight, exercise sole voting and investment power as Trustees under a Revocable Trust Agreement dated March 25, 1994, 31,050 shares held by Kevin P. and Sydney B. Knight Family Foundation over which Kevin P. Knight and his wife, Sydney Knight, as officers of the Foundation, exercise sole voting and investment power on behalf of the Foundation; and 6,188 shares owned by a minor child who shares the same household.
- (7) Includes 2,165,408 shares beneficially owned by Randy Knight over which he exercises sole voting and investment power as a Trustee under a Revocable Trust Agreement dated April 1, 1993; 675,000 shares held by a limited liability company for which Mr. Knight acts as manager and whose members include Mr. Knight and trusts for the benefit of his four children; and 9,225 shares owned by a child who shares the same household and over which Mr. Knight exercises voting power.
- (8) Includes 8,438 shares that G.D. Madden has the right to acquire through the exercise of a stock option, and 2,941 owned outright.
- (9) Includes 2,763 shares that Mark Scudder owns outright.
- (10) Wasatch Advisors, Inc. has sole voting power over 2,561,045 shares and sole dispositive power over 2,561,045 shares. It has shared voting power and shared dispositive power over no shares. Wasatch Advisors, Inc. is the owner of record and discloses beneficial ownership of such shares. The foregoing is based solely on information provided by Form 13G/A, filed by Wasatch Advisors, Inc. with the Securities and Exchange Commission on February 14, 2002.
- (11) FMR Corp. is the beneficial owner of 1,994,075 shares and Edward C. Johnson, III, Chairman of FMR Corp., has the sole power to direct the voting of the shares owned directly by FMR. Mr. Johnson has shared voting power and shared disposition power over no shares. FMR Corp. is the owner of record and discloses beneficial ownership of such shares. The foregoing is based solely on information provided by Form 13G, filed by FMR Corp. with the Securities and Exchange Commission on February 14, 2002.

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SHAREHOLDER PROPOSALS

The Board of Directors will consider proposals from shareholders for nominations of directors to be elected at the 2003 Annual Meeting of shareholders that are made in writing to the Secretary of the Company, are received at least ninety (90) days prior to the 2003 Annual Meeting, and contain sufficient background information concerning the nominee to enable a proper judgment to be made as to his or her qualifications, as more fully provided in our Articles of Incorporation and Bylaws.

Proposals of shareholders as to other matters intended to be presented at

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the 2003 Annual Meeting must be received by the Company by December 6, 2002, to be considered for inclusion in our Proxy Statement and form of proxy relating to such Meeting. Proposals should be mailed via certified mail, return receipt requested, and addressed to Timothy M. Kohl, Secretary, Knight Transportation, Inc., 5601 West Buckeye Road, Phoenix, Arizona 85043.

OTHER MATTERS

The Board of Directors does not intend to present at the Annual Meeting any matters other than those described herein and does not presently know of any matters that will be presented by other parties.

Knight Transportation, Inc.

Kevin P. Knight
Chairman of the Board and
Chief Executive Officer

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EXHIBIT 1

PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION OF KNIGHT TRANSPORTATION, INC.

Until December 31, 2005, the consent of those persons who hold sixty-seven percent (67%) of the Corporation's issued and outstanding shares, voting as a single class, shall be required to approve any offer to purchase substantially all of the Corporation's assets or any share exchange, plan of merger or consolidation, or other transaction, pursuant to which the outstanding common stock of the Corporation is exchanged, acquired or converted into cash or other consideration, given or issued by another person that is not controlled by the Corporation; provided that nothing in this Article XI shall require that the Corporation obtain shareholder approval to acquire, directly or indirectly, the stock or assets of another corporation, by merger, share exchange or otherwise, through the issuance of the Corporation's common or preferred stock, the payment of cash, or otherwise. For purposes of this Article, a person is controlled by the Corporation only if the Corporation owns more than fifty percent (50%) of the combined voting power of all classes of stock of such person, if such person is a corporation or, if the person is not a corporation, the Corporation holds more than fifty percent (50%) of the beneficial interest, capital, profits, or voting rights of such person.

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EXHIBIT 2

PROPOSED AMENDMENT TO THE AMENDED AND RESTATED KNIGHT TRANSPORTATION, INC. STOCK OPTION PLAN

2.1 SHARES RESERVED FOR STOCK GRANTS. There shall be reserved and available for the Stock Grants pursuant to all Divisions of this Plan 1,300,000 shares of the Company's authorized but unissued Stock, including all shares subject to all options previously issued under the Plan prior to May 8, 2002. Of this amount, 25,000 shares of Stock have been reserved for Stock Grants made under the Independent Directors Plan. The balance of the Shares are reserved for Stock Grants that have been made or may be awarded under any other Division of this Plan; provided, however, that in no event shall the aggregate number of shares of Stock subject to all Stock Grants made under this Plan since inception exceed 1,300,000 shares of Stock, except as described in Section 2.2, below. As of May

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8, 2002, stock grants for _____ shares of Stock have been issued under all divisions of the Plan.

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EXHIBIT 3

KNIGHT TRANSPORTATION, INC.
AUDIT COMMITTEE CHARTER

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KNIGHT TRANSPORTATION, INC.
5601 WEST BUCKEYE ROAD
PHOENIX, ARIZONA 85043

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF SHAREHOLDERS

Wednesday, May 8, 2002, 10:00 a.m., Phoenix Time

By executing this Proxy, the shareholder constitutes and appoints the Chairman and Chief Executive Officer, Kevin P. Knight, and the Secretary and the Chief Financial Officer, Timothy M. Kohl, and each of them, as proxies for the shareholder (or if only one proxy is present, that one shall have all power, granted here), with full power of substitution, who may, and by a majority of such proxies, represent the shareholder and vote all shares of Common Stock which the shareholder is entitled to vote at the Annual Meeting of Shareholders of Knight Transportation, Inc. to be held on May 8, 2002, at 10:00 a.m., Phoenix Time, at The Wigwam Resort Hotel, 300 East Wigwam Boulevard, Arizona 85340, or at any adjournment thereof, on all matters set forth in the Notice and Proxy Statement for the Annual Meeting dated April 5, 2002, as set forth below. Cumulative voting will be applied in the election of directors. See the Proxy Statement furnished for an explanation of cumulative voting:

1. PROPOSAL NO. 1: Election of Directors.

NOMINEES FOR DIRECTOR

01-Donald A. Bliss
02-Timothy M. Kohl
03-Mark Scudder

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☐ VOTE for all Nominees listed above.

☐ WITHHOLD authorization to vote for all Nominees listed above.

☐ WITHHOLD authorization to vote for any individual Nominee. Write number of Nominee(s) for which authorization is withheld:

OR

If you wish to allocate your votes among director nominees using cumulative voting, indicate the number of votes you wish to cast for each director nominee, as shown below (the maximum number of votes you may allocate is the number of shares you own multiplied by the number of director nominees).

NOMINEE -----	SHARES VOTED -----
<input type="checkbox"/> Don Bliss	_____
<input type="checkbox"/> Timothy M. Kohl	_____
<input type="checkbox"/> Mark Scudder	_____
<input type="checkbox"/> WITHHOLD authorization to vote for any individual Nominee. Write number of Nominee(s) for which authorization is withheld:	

2. PROPOSAL NO. 2: Amendment of Articles of Incorporation.

Proposal to amend the Articles of Incorporation to extend until December 31, 2005, the super-majority provision in the Articles of Incorporation requiring 67% Shareholder approval of any sale of all or substantially all of the Company's assets, merger, consolidation or share exchange of the Company whereby the Company is not the surviving entity.

- ☐ FOR Amendment.
- ☐ AGAINST Amendment.
- ☐ ABSTAIN.

3. PROPOSAL NO. 3: Authorize the addition of 300,000 Shares to the Company's Stock Option Plan.

Proposal to amend the Company's Stock Option Plan to provide for the addition of 300,000 shares of the Company's Common Stock for issuance under the Company's Stock Option Plan.

- ☐ FOR amending the Company's Stock Option Plan to authorize the addition of 300,000 shares for additional option grants
- ☐ AGAINST the addition of 300,000 shares to the Company's Stock Option Plan
- ☐ ABSTAIN.

4. In their discretion, the proxies are also authorized to vote upon such matters as may properly come before the Annual Meeting or any adjournments thereof, including the ratification of the Company's independent account for 2002.

The shareholder acknowledges receipt of the Notice and Proxy Statement dated April 5, 2002, grants authority to any of said proxies, or their

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substitutes, to act in the absence of others, with all the powers which the shareholder would possess if personally present at such meeting, and hereby ratifies and confirms all that said proxies, or their substitutes, may lawfully do in the shareholder's name, place and stead.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF KNIGHT TRANSPORTATION, INC., AND THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED IN ACCORDANCE WITH YOUR INSTRUCTIONS. IF NO CHOICE IS SPECIFIED BY YOU, THIS PROXY WILL BE VOTED FOR THE ELECTION OF NOMINEES NAMED IN PROPOSAL NUMBER ONE, FOR PROPOSAL NUMBER TWO, AND FOR PROPOSAL NUMBER THREE.

Please mark, sign, date and return the Proxy Card promptly, using the enclosed envelope, which requires no postage when mailed in the United States.

PLEASE SIGN ABOVE EXACTLY AS YOUR NAME APPEARS. WHEN SHARES ARE HELD BY JOINT TENANTS, BOTH SHALL SIGN. WHEN SIGNING AS ATTORNEY, EXECUTOR, ADMINISTRATOR, TRUSTEE OR GUARDIAN, PLEASE GIVE FULL TITLE AS SUCH. IF A CORPORATION, PLEASE SIGN IN FULL CORPORATE NAME BY PRESIDENT OR OTHER AUTHORIZED OFFICER. IF A PARTNERSHIP, PLEASE SIGN IN PARTNERSHIP NAME BY AUTHORIZED PERSON.

Signature*: _____

Printed Signature: _____

Title: _____

Signature: _____

Title: _____

DATED: _____, 2002

Address Change?

Mark box [] and indicate changes below:

* Signatures should conform to name in which you hold your shares.