STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

JACKSON DAVID A

Form 4

February 24, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations
obligations
obligations
SECURITIES

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

Symbol

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

JACKSON DAVID A

1. Name and Address of Reporting Person *

			KNIGHT TRANSPORTATION INC [KNX]			ON INC	(Check all applicable)			
(Last) (First) (Middle) 5601 WEST BUCKEYE ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/22/2010					Director 10% Owner _X Officer (give title Other (specify below) Chief Financial Officer		
(Street) PHOENIX, AZ 85043			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deem Execution any (Month/D	Date, if	3. Transaction Code (Instr. 8)	4. Securit our Dispos (Instr. 3, 4	ed of		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)
Common Stock, par value \$0.01 per share	02/22/2010			A	788	A	\$ 11.4356 (1)	788	D	
Common Stock, par value \$0.01 per share	02/22/2010			A	15,000	A	\$ 15.5334 (2)	15,788	D	
Common Stock, par	02/22/2010			S	15,788	D	\$ 19.274 (3)	0	D	

value \$0.01 per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ve Expiration Date es (Month/Day/Year) d (A) sed of		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
Common Stock, par value \$0.01 per share	\$ 11.4356 (1)	02/22/2010		M	788	08/07/2009	08/06/2013	Common Stock	788
Common Stock, par value \$0.01 per share	\$ 15.5334 (2)	02/22/2010		M	15,000	12/31/2005	05/15/2015	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
JACKSON DAVID A			Chief				
5601 WEST BUCKEYE ROAD			Financial				
PHOENIX, AZ 85043			Officer				
Signatures							

Signatures

/s/ David A. 02/24/2010 Jackson **Signature of Reporting Person Date

2 Reporting Owners

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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) An option was granted on August 7, 2003 with an exercise price of \$11.4356 per share.
- (2) An option was granted on May 16, 2005 with an exercise price of \$15.5334 per share.
 - This transaction was executed in multiple trades at prices ranging from \$19.25 to \$19.29 per share. The price reported above reflects the
- (3) weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, Knight Transportation, Inc. or a shareholder of Knight Transportation, Inc. full information regarding the number of shares and prices at which the transaction was effected.

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.