

Quast Kevin
 Form 3/A
 March 15, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Quast Kevin | | (Month/Day/Year) | KNIGHT TRANSPORTATION INC [KNX] | |
| (Last) | (First) | (Middle) | 02/08/2011 | |
| 5601 WEST BUCKEYE ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 02/08/2011 |
| PHOENIX,Â AZÂ 85043 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Exec VP and COO | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 18,541 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------------|----------------------------|-------------------|--------------|------------------------|---------------------------|-------------------|---|
| Employee Stock Option (right to buy) | 09/18/2006 ⁽¹⁾ | 09/17/2011 | Common Stock | 13,500 ⁽¹⁾ | \$ 4.8889 ⁽¹⁾ | D | Â |
| Employee Stock Option (right to buy) | 06/05/2007 ⁽²⁾ | 06/04/2012 | Common Stock | 5,625 ⁽²⁾ | \$ 8.4445 ⁽²⁾ | D | Â |
| Employee Stock Option (right to buy) | 08/07/2010 ⁽³⁾ | 08/06/2013 | Common Stock | 6,750 ⁽³⁾ | \$ 11.4356 ⁽³⁾ | D | Â |
| Employee Stock Option (right to buy) | 03/19/2010 ⁽⁴⁾ | 03/18/2014 | Common Stock | 7,875 ⁽⁴⁾ | \$ 10.5378 ⁽⁴⁾ | D | Â |
| Employee Stock Option (right to buy) | 04/26/2010 ⁽⁵⁾ | 04/25/2015 | Common Stock | 6,750 ⁽⁵⁾ | \$ 14.48 ⁽⁵⁾ | D | Â |
| Employee Stock Option (right to buy) | 05/18/2010 ⁽⁶⁾ | 05/17/2016 | Common Stock | 5,000 ⁽⁶⁾ | \$ 18.75 ⁽⁶⁾ | D | Â |
| Employee Stock Option (right to buy) | 05/19/2010 ⁽⁷⁾ | 05/18/2016 | Common Stock | 1,000 ⁽⁷⁾ | \$ 18.77 ⁽⁷⁾ | D | Â |
| Employee Stock Option (right to buy) | 05/25/2010 ⁽⁸⁾ | 05/24/2017 | Common Stock | 6,000 ⁽⁸⁾ | \$ 18.2 ⁽⁸⁾ | D | Â |
| Employee Stock Option (right to buy) | 02/28/2011 ⁽⁹⁾ | 02/27/2018 | Common Stock | 10,000 ⁽⁹⁾ | \$ 14.79 ⁽⁹⁾ | D | Â |
| Employee Stock Option (right to buy) | 05/22/2011 ⁽¹⁰⁾ | 05/21/2018 | Common Stock | 7,500 ⁽¹⁰⁾ | \$ 17.29 ⁽¹⁰⁾ | D | Â |
| Restricted Stock Unit | Â ⁽¹¹⁾ | Â ⁽¹¹⁾ | Common Stock | 40,000 ⁽¹¹⁾ | \$ ⁽¹¹⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Quast Kevin 5601 WEST BUCKEYE ROAD PHOENIX, AZ 85043 | Â | Â | Â Exec VP and COO | Â |

Signatures

/s/ Kevin Quast 03/15/2011

 Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Quast was granted an option to purchase 13,500 shares of stock at the grant price of \$4.8889 per share on September 18, 2001 of which zero shares have been exercised and 13,500 shares are vested and exercisable.

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- (2) Mr. Quast was granted an option to purchase 5,625 shares of stock at the grant price of \$8.4445 per share on June 5, 2002 of which zero shares have been exercised and 5,625 shares are vested and exercisable.
- (3) Mr. Quast was granted an option to purchase 6,750 shares of stock at the grant price of \$11.4356 per share on August 7, 2003 of which zero shares have been exercised and 6,750 are vested and exercisable.
- (4) Mr. Quast was granted an option to purchase 7,875 shares of stock at the grant price of \$10.5378 per share on March 19, 2004 of which 6,300 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,575 shares on March 19, 2011.
- (5) Mr. Quast was granted an option to purchase 6,750 shares of stock at the grant price of \$14.48 per share on April 26, 2005 of which 4,050 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,350 shares annually, with the next scheduled vesting on April 26, 2011, and each anniversary thereafter, until fully vested.
- (6) Mr. Quast was granted an option to purchase 5,000 shares of stock at the grant price of \$18.75 per share on May 18, 2006 of which 2,000 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,000 shares annually, with the next scheduled vesting on May 18, 2011, and each anniversary thereafter, until fully vested.
- (7) Mr. Quast was granted an option to purchase 1,000 shares of stock at the grant price of \$18.77 per share on May 19, 2006 of which 400 shares are currently vested and exercisable with the remaining shares vesting as follows: 200 shares annually, with the next scheduled vesting on May 19, 2011, and each anniversary thereafter, until fully vested.
- (8) Mr. Quast was granted an option to purchase 6,000 shares of stock at the grant price of \$18.20 per share on May 25, 2007 of which 1,200 shares are currently vested and exercisable with the remaining shares vesting as follows: 1,200 shares annually, with the next scheduled vesting on May 25, 2011, and each anniversary thereafter, until fully vested.
- (9) Mr. Quast was granted an option to purchase 10,000 shares of stock at the grant price of \$14.79 per share on February 29, 2008, to vest as follows: 2,000 shares annually, with the next scheduled vesting on February 28, 2011, and each anniversary thereafter, until fully vested.
- (10) Mr. Quast was granted an option to purchase 7,500 shares at the grant price of \$17.29 per share on May 22, 2008, to vest as follows: 20% each year beginning on May 22, 2011, and each anniversary thereafter, until fully vested.
- (11) On October 30, 2009, Mr. Quast was granted 40,000 Restricted Stock Units, with a vesting schedule as follows: six percent (6%) on January 31, 2011; five percent (5%) respectively on January 31, 2012, January 31, 2013, January 31, 2014 and January 31, 2015; six (6%) percent on January 31, 2016; seven (7%) percent on January 31, 2017; eight (8%) on January 31, 2018; nine (9%) percent on January 31, 2019; ten percent (10%) on January 31, 2020; eleven (11%) percent on January 31, 2021; twelve percent (12%) on January 31, 2022; and eleven percent (11%) on January 31, 2023. Stock is issued when and as vested. Each restricted stock unit represents a contingent right to receive one share of KNX common stock.

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.