Edgar Filing: MARTEN TRANSPORT LTD - Form 4

MARTEN TF Form 4 May 08, 2014	RANSPORT L	.TD									
FORM 4 UNITED STATES SECURITIES AND I									OMB APPROVAL		
- UNITED STATES SECUR				RITIES AND EXCHANGE COMMISS shington, D.C. 20549				COMMISSION	OMB Number:	3235-0287	
Check this if no longe	At								Expires:	January 31, 2005	
subject to Section 16.				NGES IN BENEFICIAL OWNER SECURITIES				NERSHIP OF	Estimated average burden hours per		
Form 4 or									response 0.		
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 1	7(a) of the		ility Hold	ling Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person * TURNER JOHN H2. Issuer Symbol				r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
M			MARTE [MRTN]	MARTEN TRANSPORT LTD				(Check all applicable)			
(Mont			(Month/Da	3. Date of Earliest Transaction Month/Day/Year) 05/06/2014				Director 10% Owner _X Officer (give title Other (specify below) below) Senior VP of Sales			
			4 If Amer	Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
MONDOVI,	WI 54755							Person	Aore than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesIBeneficially(OwnedI	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	05/06/2014			А	1,175 (1)	А	\$0	18,939.73 <u>(2)</u>	D		
D 1 1 D											

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.

 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Edgar Filing: MARTEN TRANSPORT LTD - Form 4

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
TURNER JOHN H 129 MARTEN STREET MONDOVI, WI 54755			Senior VP of Sales					
Signatures								
/s/ James J. Hinnendael, attorney-in-fact		05/08/2014						
<u>**</u> Signature of Reporting Person		Date						

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares granted under a Performance Unit Award Agreement will vest in equal increments over five years beginning on December 31, 2014.

Includes: (i) 1,175 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2018, (ii) 1,410 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2017, (iii) 540 shares granted under a

(2) Performance Unit Award Agreement that vest on 12/31/2014, (iv) 720 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2015, (v) 1,035 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2016 and (vi) 8,427.73 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

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.