

MARTEN TRANSPORT LTD

Form 4

June 09, 2014

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER JOHN H

2. Issuer Name **and** Ticker or Trading
Symbol
MARTEN TRANSPORT LTD
[MRTN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

129 MARTEN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2014

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. Vice President of Sales

MONDOVI, WI 54755

4. If Amendment, Date Original
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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock	06/06/2014		M	1,211 A	\$ 11.68	20,150.73 ⁽¹⁾	D
Common Stock	06/06/2014		S	1,211 D	\$ 25	18,939.73 ⁽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
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(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 11.68	06/06/2014		M	1,211	(2) 05/06/2015	Common Stock	1,211 \$

Reporting Owners

Reporting Owner Name / Address	Relationships
TURNER JOHN H 129 MARTEN STREET MONDOVI, WI 54755	Director 10% Owner Officer Sr. Vice President of Sales

Signatures

/s/ James J. Hinnendael,
attorney-in-fact
06/09/2014

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).

- 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 Performance Unit Award Agreement that vest on 12/31/2014 through 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.
- (2) This option has fully vested.

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.