

MARTEN TRANSPORT LTD

Form 4

September 06, 2016

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

129 MARTEN STREET

(Street)

MONDOVI, WI 54755

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President of Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/02/2016		M	3,825 A	\$ 12.413	28,553.35 ⁽¹⁾	D
Common Stock	09/02/2016		S	3,825 D	\$ 22	24,728.35 ⁽¹⁾	D

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

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SEC 1474
(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 Acquired (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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 12.413	09/02/2016		M	3,825	(2) 01/01/2017	Common Stock	3,825

Reporting Owners

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

Signatures

/s/ James J. Hinnendael,
attorney-in-fact 09/06/2016

__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) 1,150 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2020; (ii) 940 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2019; (iii) 705 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2018, (iv) 705 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2017, (v) 344 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 and (vi) 12,006.35 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.

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