

STEPHENS ROBERT B JR  
Form 4  
April 02, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STEPHENS ROBERT B JR

2. Issuer Name and Ticker or Trading Symbol  
COVENANT TRANSPORTATION GROUP INC [CVTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
400 BIRMINGHAM HIGHWAY  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/31/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SR VP AND GM OF SUBSIDIARY

CHATTANOOGA, TN 37419

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common Stock	03/31/2009		A <sup>(1)</sup>	0 <sup>(1)</sup> <sup>(2)</sup> A \$ 0	0 <sup>(3)</sup>	D	
Class A Common Stock					26,000 <sup>(3)</sup>	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPHENS ROBERT B JR 400 BIRMINGHAM HIGHWAY CHATTANOOGA, TN 37419			SR VP AND GM OF SUBSIDIARY	

**Signatures**

/s/ Robert B. Stephens, Jr., by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC 04/02/2009

\_\_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).
- Represents a restricted stock award under the 2006 Omnibus Incentive Plan, as such plan may be amended from time to time (the "Incentive Plan"). This grant is void if the stockholders of the issuer do not approve an amendment to the Incentive Plan at the 2009 Annual Meeting, to, among other things, make additional shares available for the grant of awards under the Incentive Plan. Subject to the preceding qualification, the shares subject to the award vest in one-third increments when and to the extent the issuer's Class A common stock trades at or above \$4.00, \$6.00, and \$8.00 for thirty consecutive trading days during the period beginning January 1, 2010, and ending December 31, 2011, subject to continued employment and the specific terms of the award notice.
- (1) The reporting person acquired an amount equal to approximately \$10,500, to be converted to shares based upon the closing price of the issuer's Class A common stock two full trading days following the public release of the issuer's first quarter 2009 earnings.
  - (2) Aggregate amount of securities beneficially owned following the reported transaction does not include the amount of securities that will be acquired upon the conversion to shares of approximately \$10,500, based upon the closing price of the issuer's Class A common stock two full trading days following the public release of the issuer's first quarter 2009 earnings.

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.