

MARTEN TRANSPORT LTD
 Form 4
 October 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
KOHL TIMOTHY M

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)
09/30/2014

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

MONDOVI, WI 54755
 (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)
Common Stock	09/30/2014		A	(A) or (D) A	21.06 (1) \$ 0	62,195.17 (2) D	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)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOHL TIMOTHY M 129 MARTEN STREET MONDOVI, WI 54755			President	

Signatures

/s/ James J. Hinnendael,
attorney-in-fact

10/01/2014

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).

(1) Represents dividend equivalent rights that accrued on September 30, 2014.

Includes: (i) 2,175 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2018, (ii) 2,610 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2017, (iii) 975 shares granted under a

(2) Performance Unit Award Agreement that vest on 12/31/2014, (iv) 1,200 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2015, (v) 1,912 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2016 and (vi) 15,027.17 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Plan Administrator and Participants

Beacon Sales Acquisition, Inc. 401(k) Profit Sharing Plan

We have audited the accompanying statements of net assets available for benefits (modified cash basis) of Beacon Sales Acquisition, Inc. 401(k) Profit Sharing Plan as of September 30, 2013 and 2012, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2, the financial statements and supplemental schedule have been prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits (modified cash basis) of Beacon Sales Acquisition, Inc. 401(k) Profit Sharing Plan at September 30, 2013 and 2012, and the changes in its net assets available for benefits (modified cash basis) for the years then ended, on the basis of accounting as described in Note 2.

Our audits were conducted for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule (modified cash basis) of assets (held at end of year) as of September 30, 2013,

Explanation of Responses:

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is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

McLean, Virginia
March 31, 2014

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BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits (Modified Cash Basis)

	September 30	
	2013	2012
Assets:		
Investments:		
Mutual funds	\$ 136,044,718	\$ 105,738,219
Common/collective trust	15,699,347	14,996,780
Employer securities	3,505,780	2,442,999
	155,249,845	123,177,998
Notes receivable from participants	4,088,695	3,534,819
Net assets including investments at fair value	159,338,540	126,712,817
Adjustment from fair value to contract value (Note 2)	(247,209)	(584,904)
Net assets available for benefits	\$ 159,091,331	\$ 126,127,913

See accompanying notes.

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN**Statements of Changes in Net Assets Available for Benefits (Modified Cash Basis)**

	Year Ended September 30,	
	2013	2012
Additions:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	\$ 17,900,201	\$ 16,961,590
Interest and dividends	3,467,852	2,654,557
	21,368,053	19,616,147
Interest income on notes receivable from participants	149,921	126,986
Contributions:		
Employer	7,305,760	6,220,878
Participants	9,304,158	7,404,056
Rollovers	5,076,747	2,070,858
	21,686,665	15,695,792
Total additions	43,204,639	35,438,925
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants	10,230,057	7,629,540
Administrative expenses	11,164	16,161
Total deductions	10,241,221	7,645,701
Net increase	32,963,418	27,793,224
Net assets available for benefits:		
Beginning of year	126,127,913	98,334,689
End of year	\$ 159,091,331	\$ 126,127,913

See accompanying notes.

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN

Notes to Financial Statements (Modified Cash Basis)

Note 1 - Description of Plan

The following description of Beacon Sales Acquisition, Inc. 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the Plan Document, including the Adoption Agreement, for more complete information. The Plan Sponsor is Beacon Sales Acquisition, Inc. (the “Company”).

General – The Plan is a defined contribution plan covering all non-union employees of the Company who have completed ninety (90) days of service with the Company and are age twenty-one (21) or older. Eligible participants are automatically enrolled in the Plan once they have attained 21 years of age and have completed 90 days of service unless they affirmatively decline to participate. Employees covered by a collective bargaining agreement are generally excluded from participation. All employees who are non-resident aliens are also excluded from participation. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions – Each year, participants may contribute up to one hundred percent (100%) of their pre-tax or after-tax annual compensation as defined in the Plan, subject to Internal Revenue Code (IRC) limitations (\$17,500 for 2013). Individuals who are age fifty (50) or older, and who contribute the maximum federal limit, are eligible to make an additional contribution called a “catch-up contribution.” The allowed maximum catch-up contribution for 2013 was \$5,500. If automatically enrolled, a participant’s deferral is set at 6% of eligible compensation until changed by the participant. Participants may also contribute amounts representing rollover distributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. There are limitations on how much of their assets participants are allowed to have invested in the Company’s stock.

The Plan offers twenty-five (25) mutual funds, one (1) common/collective trust fund, and the stock of the Company as investment options. All Company contributions are determined at the discretion of the Company’s board of directors. For the years ended September 30, 2013 and 2012, the Company made matching contributions equal to fifty percent (50%) of the first 6% of a participant’s elective contribution based on pre-tax or after-tax eligible compensation. Additional amounts associated with profit sharing were contributed in those years to participants with a minimum of 1,000 hours of service within the one year of service and who were also employed on the last day of the Plan year (unless the participant terminated during the year due to retirement, death or disability). These discretionary profit-sharing contributions, including benefits from forfeitures, totaled \$3,866,795 and \$3,557,210 during the years ended September 30, 2013 and 2012, respectively. Contributions are subject to certain IRC limitations.

Participant Accounts – Each participant’s account is credited with the participant’s contributions and allocations of a) the Company’s contributions, b) Plan earnings, and c) Plan expenses. Allocations are based upon participant compensation, contributions and/or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting – Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company’s contributed portion of their accounts, plus the earnings thereon, is based on years of service. A participant is one hundred percent (100%) vested in both the discretionary profit-sharing and matching Company contributions after six (6) years of credited service (minimum 1,000 hours per Plan year). Vesting is accelerated upon termination due to early or normal retirement, death or disability. The following represents the vesting schedules for both the discretionary profit-sharing and matching Company contributions:

Years of Service	Vested Percentage	
Less than two (2) years	0	%
Two (2) years	20	%
Three (3) years	40	%
Four (4) years	60	%
Five (5) years	80	%
Six (6) years	100	%

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN

Notes to Financial Statements (Modified Cash Basis)

Note 1 - Description of Plan - Continued

Participant Loans – Participants may borrow from their accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 (reduced by the highest outstanding balance of any prior loans from the Plan during the prior one-year period), or fifty percent (50%) of their vested account balance. For the year ended September 30, 2013, the interest rates charged on participant loans ranged from 4.25% to 9.25%. Principal and interest amounts are paid through payroll deductions. Participants are charged a fee when taking out a loan. For the years ended September 30, 2013 and 2012, there were fees of \$15,400 and \$13,300 charged to loan recipients, respectively, which are included in administrative expenses on the statement of changes in net assets available for benefits.

Payment of Benefits – Benefits are payable in a lump sum upon separation from service, death or disability. In-service distributions are available for hardship, or attainment of age 59½. In any event, payment of benefits must commence at the later of when the participant reaches age 70½ or termination of employment (except benefit payments must commence at age 70½ if the participant owns 5% or more of the Company's outstanding stock). Participants may also receive distributions from rollovers of prior qualified plans.

The Plan also provides for involuntary distribution of account balances for terminated participants with account balances of less than \$1,000. Participant accounts of terminated participants with balances between \$1,000 and \$5,000 are automatically rolled into an IRA account if the participant does not elect payment.

Forfeitures – Forfeitures of the non-vested portion of participant accounts will be first used to reduce Company matching contributions and then discretionary profit-sharing contributions. Total forfeitures of \$398,091 and \$434,499 were used in a combination of these ways in the years ended September 30, 2013 and 2012, respectively. At September 30, 2013 and 2012, the balances in the forfeitures account totaled \$359,307 and \$348,454, respectively.

Note 2 - Summary of Significant Accounting Policies

New Accounting Pronouncements – In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-04, *Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs*, (ASU 2011-04). ASU 2011-04 amended ASC 820, *Fair Value Measurement*;

to converge the fair value measurement guidance in US generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRSs). Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change a particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures, although certain of these new disclosures are not required for nonpublic entities, as defined in ASC 820. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Adoption of ASU 2011-04 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

Basis of Accounting – The Plan follows the modified cash basis of accounting, which is the cash basis of accounting except for investments, which are adjusted to fair value.

Use of Estimates – The preparation of financial statements in conformity with the modified cash basis of accounting requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes and supplemental schedule. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition – Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

The INVESCO Stable Value Trust Fund, a common/collective trust, invests in fully benefit-responsive investment contracts. These investment contracts are recorded at fair value (see Note 4); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN

Notes to Financial Statements (Modified Cash Basis)

Note 2 - Summary of Significant Accounting Policies - Continued

Purchases and sales of securities are recorded on a settlement date basis. Interest income and dividend income are recorded when received. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants – Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of September 30, 2013 or 2012. If a participant ceases to make loan repayments and the Plan Sponsor deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Administrative Expenses – Expenses incurred in the administration of the Plan are paid directly by the Company, except those relating to recordkeeping fees on the participant loans and processing fees for certain benefit payments that are allocated to the respective individual participants' accounts.

Benefits paid to participants – Benefits are recorded when paid.

Note 3 – Investments

Individual investments that represent 5% or more of the fair value of the Plan's net assets available for benefits at September 30 are as follows:

	2013	2012
Mutual Funds:		
American Funds Growth Fund of America R4	\$25,614,142	\$20,068,384
American Funds Capital Income Builder R4	19,569,531	18,280,798

Explanation of Responses:

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American Funds Fundamental Investors R4	13,158,722	10,847,625
American Funds EuroPacific Growth Fund R4	8,761,865	7,648,155
Common Collective Trust:		
INVESTCO Stable Value Fund (at contract value)*	15,452,138	14,411,876

*The fair value of the Plan's investment in the INVESTCO Stable Value Fund was \$15,699,347 and \$14,996,780 at September 30, 2013 and 2012, respectively.

During the years ended September 30, 2013 and 2012, the Plan's investments (including investments purchased and sold, as well as held during the years) appreciated in fair value as follows:

	Years Ended September 30,	
	2013	2012
Mutual funds	\$17,195,511	\$15,876,891
Employer securities	725,474	1,084,699
	\$17,920,985	\$16,961,590

Note 4 – Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN

Notes to Financial Statements (Modified Cash Basis)

Note 4 – Fair Value Measurements - Continued

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- quoted prices for similar assets and liabilities in active markets

- quoted prices for identical or similar assets or liabilities in markets that are not active

- observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)

- inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measure in its entirety.

The following is a description of the valuation methods used for Plan assets measured at fair value at September 30, 2013 and 2012. There were no changes in the methods used at September 30, 2013 and 2012.

Explanation of Responses:

Mutual funds: Valued at the net asset value of shares held by the Plan at year-end, quoted in an active market.

Common/collective trust: Valued at the net asset value per share, which is determined by dividing the fund's net assets at fair value by its units outstanding at the valuation date. There are no participant-directed redemption restrictions related to the common/collective trust.

Employer securities: Valued at the closing price reported by The NASDAQ Global Select Market at year end.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methods or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN**Notes to Financial Statements (Modified Cash Basis)****Note 4 – Fair Value Measurements - Continued**

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value as of September 30, 2013 and 2012:

	Assets at Fair Value as of September 30, 2013			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Stock investments	\$92,054,449	\$	\$	\$92,054,449
Blended fund investments	35,666,019			35,666,019
Bond investments	8,324,250			8,324,250
Total mutual funds	136,044,718			136,044,718
Common/collective trust ^(a)		15,699,347		15,699,347
Employer securities	3,505,780			3,505,780
Total investments at fair value	\$ 139,550,498	\$ 15,699,347	\$	\$ 155,249,845

	Assets at Fair Value as of September 30, 2012			
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Stock investments	\$75,630,798	\$	\$	\$75,630,798
Blended fund investments	22,457,097			22,457,097
Bond investments	7,650,324			7,650,324
Total mutual funds	105,738,219			105,738,219
Common/collective trust ^(a)		14,996,780		14,996,780
Employer securities	2,442,999			2,442,999
Total investments at fair value	\$ 108,181,218	\$ 14,996,780	\$	\$ 123,177,998

^(a) This fund is designed to deliver safety and stability by preserving principal and accumulating earnings. The Plan is required to provide twenty four (24) months' redemption notice to liquidate its entire share in the fund.

Note 5 - Related Party Transactions

The Company pays certain administrative expenses of the Plan. During the years ended September 30, 2013 and 2012, the Company paid \$48,188 and \$45,249, respectively, for such Plan expenses. Also, the Plan uses the Company's personnel and facilities for its accounting and other activities at no cost to the Plan.

The Plan holds units of a common collective /collective trust fund and shares of mutual funds managed by INVESCO Ltd. (INVESCO) and American Funds Service Company (American Funds), respectively. INVESCO serves as agent to the Plan while FASCore, LLC (FASCore) is the record keeper and Capital Bank & Trust Company (CB&T) is the trustee. CB&T and American Funds are affiliated entities. The Plan also invests in the common stock of the Company. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

Note 6 - Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their accounts.

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN

Notes to Financial Statements (Modified Cash Basis)

Note 7 - Tax Status

The underlying non-standardized prototype plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2008 stating that the form of the plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code"), and therefore, the related trust is tax exempt. In accordance with Revenue Procedures 2013-6 and 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS prototype plan opinion letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor has indicated that it will take the necessary steps, if any, to bring the Plan's operations into compliance with the Code.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by defined contribution plans. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan and has concluded that, as of September 30, 2013, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2010.

Note 8 - Risks and Uncertainties

The Plan and its participants invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 9 – Reconciliation of Financial Statements of the Form 5500

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The following is a reconciliation of net assets available for benefits per the financial statements at September 30, 2013 and 2012 to the Form 5500:

	September 30	
	2013	2012
Net assets available for benefits per the financial statements	\$ 159,091,331	\$ 126,127,913
Add: Adjustment from fair value to contract value for fully benefit-responsive contracts	247,209	-
Net assets available for benefits per the Form 5500	\$ 159,338,540	\$ 126,127,913

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500 for the year ended September 30, 2013:

Total additions per the financial statements	\$ 43,204,639
Add: Adjustment from fair value to contract value for fully benefit-responsive contracts at September 30, 2013	247,209
Total income per the Form 5500	\$ 43,451,848

SUPPLEMENTAL INFORMATION

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BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN**PLAN: 001****EIN: 36-4173366****Schedule H, Line 4(i) -****Schedule of Assets (Held at End of Year) (Modified Cash Basis)****September 30, 2013**

(a)	(b)	(c)	(d)
	Identity of issue, borrower, lessor or similar party	Description of investment	Current value
	Mutual Funds:		
*	American Funds Growth Fund of America R4	613,659 Shares	\$25,614,142
*	American Funds 2030 Target Date Fund R4	594,554 Shares	6,974,114
*	American Funds 2025 Target Date Fund R4	579,705 Shares	6,579,653
	Pimco Total Return A	526,243 Shares	5,693,953
*	American Funds 2020 Target Date Fund R4	418,390 Shares	4,539,536
*	American Funds 2035 Target Date Fund R4	410,293 Shares	4,804,535
	Columbia Small Cap Index A	349,490 Shares	7,772,659
*	American Funds Capital Income Builder R4	348,274 Shares	19,569,531
	Columbia Mid Cap Index A	346,977 Shares	4,999,942
*	American Funds 2040 Target Date Fund R4	346,227 Shares	4,109,712
*	American Funds Fundamental Investors R4	272,381 Shares	13,158,722
*	American Funds 2045 Target Date Fund R4	268,720 Shares	3,184,328
*	American Funds 2015 Target Date Fund R4	206,770 Shares	2,189,694
	Oppenheimer International Bond Fund A	198,220 Shares	1,207,160
*	American Funds EuroPacific Growth Fund R4	193,889 Shares	8,761,865
*	American Funds 2050 Target Date Fund R4	189,606 Shares	2,205,116
*	American Funds New Perspective R4	154,930 Shares	5,599,162
	Invesco Small Cap Value A	146,594 Shares	3,115,113
*	American Funds 2010 Target Date Fund R4	76,093 Shares	779,956
*	American Funds American Hi Inc Tr R4	73,473 Shares	824,364
	Pimco Real Return A	52,989 Shares	598,773
	Columbia Large Cap Index A	48,546 Shares	1,582,598
	Invesco Global Real Estate A	30,728 Shares	365,974
*	American Funds New World Fund R4	26,366 Shares	1,514,741
*	American Funds Target Date Ret 2055 R4	21,009 Shares	299,375
			136,044,718
*	Beacon Roofing Supply Inc. Employer Stock Fund:		

Explanation of Responses:

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Employer securities	95,084	Shares	3,505,769
Cash - pending purchases of employer securities	11	Shares	11
			3,505,780
Common/Collective Trust: INVESCO Stable Value Fund	15,452,138	Units	15,699,347
* Participant loans	Interest rates ranging from 4.25% to 9.25%		4,088,695
			\$ 159,338,540

* Party-in-interest as defined by ERISA.

Note: Cost information has not been included because all investments are participant-directed.

BEACON SALES ACQUISITION, INC. 401(k) PROFIT SHARING PLAN

EXHIBIT INDEX

Exhibit No.

23 Consent of Ernst & Young LLP

SIGNATURE

The Plan. Pursuant to the requirements of the Securities and Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

**BEACON SALES ACQUISITION, INC.
401(k) PROFIT SHARING PLAN**

Date: March 31, 2014 /s/ Joseph M. Nowicki
By: Joseph M. Nowicki
Executive Vice President & Chief Financial Officer

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