

MARTEN TRANSPORT LTD

Form 4

May 14, 2015

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

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)
05/12/2015

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

Senior Vice President of Sales

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code	V Amount (D) Price	19,801.66 ⁽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
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(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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.52	05/12/2015		A	16,700	(2) 05/11/2022	Common Stock	16,700

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

05/14/2015

__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) 940 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2018, (ii) 1,057 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2017, (iii) 360 shares granted under a

(1) Performance Unit Award Agreement that vest on 12/31/2015, (iv) 690 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2016 and (v) 9,384.66 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

(2) This option becomes exercisable in equal installments on each of the first five anniversaries from the date of grant.

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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