

MARTEN TRANSPORT LTD

Form 4

February 08, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hinnendael James J

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)
02/04/2016

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Ex. VP and CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/04/2016		M	18,000	A \$ 15.727 50,415.66 ⁽¹⁾	D	
Common Stock	02/04/2016		S	18,000	D \$ 17.6999 32,415.66 ⁽¹⁾	D	

⁽²⁾

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

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information contained in this form are not
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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)
Employee Stock Option (right to buy)	\$ 15.727	02/04/2016		M	18,000	(3) 03/01/2016	Common Stock 18,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Hinnendael James J 129 MARTEN STREET MONDOVI, WI 54755	Director 10% Owner Officer Other Ex. VP and CFO

Signatures

/s/ James J.
Hinnendael
02/08/2016

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) 1,175 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2019; (ii) 960 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2018, (iii) 1,080 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2017, (iv) 360 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015, (v) 705 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2016 and (vi) 9,467.66 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.60 to \$17.825, inclusive. The reporting person undertakes to provide to Marten Transport, Ltd., any security holder of Marten Transport, Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) 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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