MARTEN TRANSPORT LTD

Form 4 March 16, 2017

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.

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

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * KOHL TIMOTHY M

(First)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

MARTEN TRANSPORT LTD

[MRTN]

3. Date of Earliest Transaction

(Month/Day/Year) 03/14/2017

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

A

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below) below) President

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

MONDOVI, WI 54755

129 MARTEN STREET

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(9-02)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Common 03/14/2017 Stock

 $205 \frac{(1)}{}$ A \$0

89,449.91 (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
		Derivative			Securities				(Instr.	3 and 4)		Owne
		Security			Acquired							Follo
		·				(A) or						Repo
						Disposed						Trans
					of (D)							(Instr
						(Instr. 3,						`
						4, and 5)						
										Amount		
							Date		Title Nu			
										Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
KOHL TIMOTHY M								
129 MARTEN STREET			President					

Signatures

MONDOVI, WI 54755

/s/ James J. Hinnendael, attorney-in-fact 03/16/2017

**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) Of these shares and shares previously reported that vest based on service, 1,382 shares have been deferred under the Issuer's deferred compensation plan.
 - Includes: (i) 1,660 shares granted under a Performance Unit Award Agreement that vest on 12/31/2017 through 12/31/2020; (ii) 1,260 shares granted under a Performance Unit Award Agreement that vest on 12/31/2017 through 12/31/2019; (iii) 870 shares granted under a
- (2) Performance Unit Award Agreement that vest on 12/31/2017 through 12/31/2018, (iv) 652 shares granted under a Performance Unit Award Agreement that vest on 12/31/2017 and (v) 22,852.91 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

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.

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