Edgar Filing: MARTEN TRANSPORT LTD - Form 4

MARTEN TH Form 4 April 03, 201	RANSPORT LTE 7)								
FORM	Δ									PPROVAL
	UNITEDS	TATES S		ITIES AI hington,]			NGE (COMMISSION	OMB Number:	3235-0287
if no long subject to Section 16 Form 4 or Form 5 obligation may conti	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type R	esponses)									
TURNER JOHN H Symbol			Name and Ticker or Trading EN TRANSPORT LTD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
129 MARTEN STREET (Month/Da 03/31/20 (Street) 4. If Amer			-				Director 10% Owner X Officer (give title Other (specify below) below) Sr. Vice President of Sales			
			mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
MONDOVI,	WI 54755							Form filed by M Person	Iore than One Re	eporting
(City)	(State) (Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)			SecuritiesIBeneficially0OwnedIFollowing0Reported1	6. Ownership Form: Direct [D] or Indirect (I) Instr. 4)			
Common Stock	03/31/2017			Code V A	Amount 13.63 (1)	(A) or (D) A	Price \$ 0	Transaction(s) (Instr. 3 and 4)	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 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)

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	s Relationships						
	Director	10% Owner	Officer	Other			
TURNER JOHN H 129 MARTEN STREET MONDOVI, WI 54755			Sr. Vice President of Sales				
Signatures							
/s/ James J. Hinnendael, attorney-in-fact	04/03/		2017				
<u>**Signature of Reporting Person</u>		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 March 31, 2017.

Includes: (i) 920 shares granted under a Performance Unit Award Agreement that vest on 12/31/2017 through 12/31/2020; (ii) 705 shares granted under a Performance Unit Award Agreement that vest on 12/31/2017 through 12/31/2019; (iii) 470 shares granted under a

(2) Performance Unit Award Agreement that vest on 12/31/2017 through 12/31/2018, (iv) 352 shares granted under a Performance Unit Award Agreement that vest on 12/31/2017 and (v) 12,801.31 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.