NASH TIMOTHY P

Form 4

March 09, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \*

NASH TIMOTHY P

(Last) (First) (Middle)

(State)

(Zip)

129 MARTEN STREET

(Street)

MONDOVI, WI 54755

(City)

Stock

2. Issuer Name and Ticker or Trading

Symbol

MARTEN TRANSPORT LTD [MRTN]

3. Date of Earliest Transaction (Month/Day/Year)

03/07/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

(Check all applicable) Director 10% Owner X\_ Officer (give title Other (specify below) Exec. VP of Sales & Marketing 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

5. Relationship of Reporting Person(s) to

Issuer

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Instr. 8) Owned Indirect (I) Ownership (Month/Day/Year) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 03/07/2018 A 693 (1) Α \$0 60,453.26 (2) Stock Common 03/07/2018 F 878 D 59,575.26 (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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
					Exercisable Date		Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Relationships

Other

## **Reporting Owners**

Reporting Owner Name / Address									
	Director	10% Owner	Officer						

NASH TIMOTHY P Exec. VP of 129 MARTEN STREET Sales & MONDOVI, WI 54755 Marketing

### **Signatures**

/s/ James J. Hinnendael, 03/09/2018 attorney-in-fact

\*\*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).
- Of these shares and shares previously reported that vest based on service, 2,367 shares have been deferred under the Issuer's deferred (1) compensation plan.
  - Includes: (i) 7,133 shares granted under a Performance Unit Award Agreement that vest on 12/31/2018 through 12/31/2021; (ii) 1,450 shares granted under a Performance Unit Award Agreement that vest on 12/31/2018 through 12/31/2020; (iii) 967 shares granted under a
- (2) Performance Unit Award Agreement that vest on 12/31/2018 through 12/31/2019; (iv) 516 shares granted under a Performance Unit Award Agreement that vest on 12/31/2018 and (v) 29,326.26 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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