

MARTEN TRANSPORT LTD
 Form 4
 December 01, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 NASH TIMOTHY P

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)
 11/26/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Exec. VP of Sales & Marketing

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/26/2014		M	V	8,000 A \$ 11.68	31,698.28 ⁽¹⁾	D
Common Stock	11/26/2014		S		7,000 D \$ 21	24,698.28 ⁽¹⁾	D

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

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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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 11.68	11/26/2014		M	8,000	⁽²⁾ 05/06/2015	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NASH TIMOTHY P 129 MARTEN STREET MONDOVI, WI 54755			Exec. VP of Sales & Marketing	

Signatures

/s/ James J. Hinnendael,
attorney-in-fact

12/01/2014

__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) 1,550 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2018, (ii) 1,860 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2017, (iii) 675 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2015, (iv) 900 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2016 and (v) 1,283 shares granted under a Performance Unit Award Agreement that vest on 12/31/2014 through 12/31/2016 and (vi) 10,586.28 shares that the reporting person has deferred under the Issuer's deferred compensation plan.
- (2) 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. 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.