



Edgar Filing: MARTEN TRANSPORT LTD - Form 4

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NASH TIMOTHY P			Ex. VP Sales and Marketing	

## Signatures

/s/ James J. Hinnendael, attorney-in-fact  
 05/12/2016  
 \*\*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).
- (1) The shares granted under a Performance Unit Award Agreement will vest in equal increments over five years beginning on December 31, 2016.  
 Includes: (i) 1,450 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2020; (ii) 1,160 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2019; (iii) 930 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2018, (iv) 930 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2017, (v) 427 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 and (vi) 15,088.08 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.