Edgar Filing: MARTEN TRANSPORT LTD - Form 4

MARTEN TF Form 4 April 01, 2013	RANSPORT LTE 5)										
									-	OMB APPROVAL		
CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Subject to Section 16. Form 4 or				IGES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934,					Expires: January 31 2005 Estimated average burden hours per response 0.5			
obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a		lic Utili	ity Holdi	ng Com	pany	Act o	f 1935 or Section	n			
(Print or Type R	esponses)											
Hinnendael James J Symbol				Name and Ticker or Trading EN TRANSPORT LTD				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			Date of Ea onth/Day	-				Director 10% Owner X Officer (give title Other (specify below) below) Chief Financial Officer				
				nendment, Date Original (onth/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	rivative S	ecuri	ties Aco	quired, Disposed of	, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	.Title of Security2. Transaction Date2A. Deemed(Month/Day/Year)Execution Date, if			3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)			SecuritiesHBeneficially(OwnedH	5. Ownership Form: Direct D) or ndirect (I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	03/31/2015		(Code V A	Amount 10.15 (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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Add	Relationships							
I B B B B B B B B B B B B B B B B B B B	Director	10% Owner	Officer	Other				
Hinnendael James J 129 MARTEN STREET MONDOVI, WI 54755			Chief Financial Officer					
Signatures								
/s/ James J. Hinnendael	04/01/2015							

**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) Represents dividend equivalent rights that accrued on March 31, 2015.

Includes: (i) 960 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2018, (ii) 1,080 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2017, (iii) 360 shares granted under a

(2) Performance Unit Award Agreement that vest on 12/31/2015, (iv) 705 shares granted under a Performance Unit Award Agreement that vest on 12/31/2015 through 12/31/2016 and (v) 9,428.94 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.