HUNT J B TRANSPORT SERVICES INC
Form DEF 14A
March 08, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

J.B. HUNT TRANSPORT SERVICES, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

J.B. HUNT TRANSPORT SERVICES, INC.

615 J.B. Hunt Corporate Drive

Lowell, Arkansas 72745

479-820-0000

Internet Site: jbhunt.com

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held April 18, 2019

The Annual Meeting of Stockholders of J.B. Hunt Transport Services, Inc. (the Company) will be held April 18, 2019, at 10 a.m. (CDT) at the Company's headquarters, located at 615 J.B. Hunt Corporate Drive in Lowell, Arkansas, for the following purposes:

Only stockholders of record on February 12, 2019, will be entitled to vote at the meeting or any adjournments thereof. The stock transfer books will not be closed.

The 2018 Annual Report to Stockholders is included in this publication.

By Order of the Board of Directors

JENNIFER R. BOATTINI

Corporate Secretary

Lowell, Arkansas

March 8, 2019

J.B. HUNT TRANSPORT SERVICES, INC. Notice of Annual Meeting

YOUR VOTE IS IMPORTANT

PLEASE EXECUTE YOUR PROXY WITHOUT DELAY

J.B. HUNT TRANSPORT SERVICES, INC.

615 J.B. Hunt Corporate Drive

Lowell, Arkansas 72745

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Internet Site: jbhunt.com

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation of proxies by J.B. Hunt Transport Services, Inc. (the Company), on behalf of its Board of Directors (the Board), for the 2019 Annual Meeting of Stockholders (the Annual Meeting). The Proxy Statement and the related proxy card are being distributed on or about March 8, 2019.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD APRIL 18, 2019

This Proxy Statement and our 2018 Annual Report to Stockholders, which includes our Annual Report on Form 10-K, are available at jbhunt.com.

PROPOSALS TO BE VOTED ON AT THE ANNUAL MEETING

Item	Board Recommendation	Further Details
Election of Directors	FOR	Page 12
Advisory Vote on Executive Compensation	FOR	Page 60
Ratification of Independent Registered Public Accounting Firm	FOR	Page 63
Stockholder Proposal Regarding Reporting Political Contributions	AGAINST	Page 66

YOU SHOULD CAREFULLY READ THIS PROXY STATEMENT IN ITS ENTIRETY

The summary information provided above is for your convenience only and is merely a brief description of material information contained in this Proxy Statement.

YOUR VOTE IS IMPORTANT. IF YOU ARE A REGISTERED OWNER, YOU MAY VOTE BY INTERNET, TELEPHONE, OR BY COMPLETING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT TO US IN THE ACCOMPANYING ENVELOPE AS PROMPTLY AS POSSIBLE

IF YOU ARE A BENEFICIAL OWNER, PLEASE FOLLOW THE VOTING INSTRUCTIONS OF YOUR BROKER, BANK OR OTHER NOMINEE AS PROVIDED WITH THIS PROXY STATEMENT AS PROMPTLY AS POSSIBLE

Director Nominees

Name	Occupation	Age	Director Since	Independent	Other Directorships	Committees
Douglas G. Duncan	FedEx Freight Corporation (retired)	68	2010	Yes	Benchmark Electronics, Inc. Brambles LTD	Audit Committee Corporate Governance Committee
Francesca M. Edwardson	American Red Cross of Greater Chicago (retired)	61	2011	Yes	Duluth Holdings, Inc. Rush University Medical Center Lincoln Park Zoo	Compensation Committee Corporate Governance Committee
Wayne Garrison	J.B. Hunt Transport Services, Inc. (retired)	66	1981	No		
Sharilyn S. Gasaway	Alltel Corp. (retired)	50	2009	Yes	Genesis Energy, LP Waddell & Reed Financial, Inc. Louisiana Tech University (LTU) Foundation LTU College of Business Advisory Board Arkansas Children's Inc. Arkansas Children's Foundation	Audit Committee Compensation Committee Corporate Governance Committee

Gary C. George	George's Inc.	68	2006	Yes	Legacy National Bank Arkansas Children's Inc. Arkansas Children's Northwest National Chicken Council	Compensation Committee Chair of Corporate Governance Committee
Bryan Hunt, Jr.	Hunt Automotive group	60	1991	No	The New School	
Coleman H. Peterson	Hollis Enterprises, LLC	70	2004	Yes	Build-A-Bear Workshop Cracker Barrel Old Country Store, Inc.	Chair of Compensation Committee Corporate Governance Committee
John N. Roberts, III	President and Chief Executive Officer	54	2010	No	Federal Reserve Bank of St. Louis Arkansas Children's Northwest	
James L. Robo	NextEra Energy, Inc.	56	2002	Yes	NextEra Energy, Inc. NextEra Energy Partners, LP	Chair of Audit Committee Corporate Governance Committee
Kirk Thompson	Chairman of the Board	65	1985	No	Rand Logistics, Inc.	

Compensation Objectives, Principles and Practices

We believe the ability to attract, retain and provide appropriate incentives for professional personnel, including the senior executive officers and other key employees of the Company, is essential to maintaining the Company's leading competitive position, thereby providing for the long-term success of the Company. The overall compensation philosophy of the Company's Board of Directors and management is guided by the following principles:

Recruitment and Retention	The Company aims to attract, motivate and retain high-performance talent to achieve and maintain a leading position in our industry. Our total compensation package should be strongly competitive with other transportation and logistics companies.
Performance and Responsibility	Total compensation should be tied to and vary with performance and responsibility, both at the Company and individual level, in achieving financial, operational and strategic objectives. Differentiated pay for high-performing individuals should be proportional to their contributions to the Company's success.
Short-term Incentive	A large portion of total compensation should be tied to performance, and therefore at risk, as position and responsibility increase. Individuals with greater roles and the ability to directly impact strategic direction and long-term results should bear a greater proportion of the risk.
Long-term Incentive	Awards of long-term compensation encourage participating employees to focus on the Company's long-range growth and development and incent them to manage from the perspective of stockholders with a meaningful stake in the Company, as well as to focus on long-term career orientation.

2018 BUSINESS HIGHLIGHTS

J.B. Hunt Corporate Responsibility

Overview/Mission Statement

With a past and present more than 50 years in the making, we know how important it is to look toward the future. We believe doing business today in ways that help preserve and protect the people we serve and the world in which we live is the best way to take care of business. From reducing our carbon footprint and keeping the roads safer to embracing the diversity of our customers and people, we're in it for the long haul. We do what we can to make business decisions that have a positive impact on the things that matter most.

Environmental Stability

At J.B. Hunt, we put forth a deliberate effort to make business decisions that have a positive impact on the environment. The Company is in an industry that utilizes fossil fuels to operate and generate profits. Management is conscious of the environmental effects of its operations and strives to be a good steward in the use of nonrenewable resources. Management is committed to monetizing the efficient use of fossil fuels, such as adopting the most advanced technologies provided from original equipment manufacturers, utilizing aftermarket products to reduce fuel burn, adopting policies to incentivize reduced fuel burn, and assisting manufacturers in developing commercially viable alternative fuel sources.

Annually, management will present its progress in growing intermodal load conversions from highway transportation and its progress towards improving its fleet MPG though its efficiency efforts and adoption of commercially viable alternative fuel sources to the Nominating and Governance Committee as part of its oversight of fossil fuel efficiency and environmental impact progress.

We are dedicated to creating a more sustainable supply chain for our customers.

Intermodal Conversion	J.B. Hunt leads the industry in converting over-the-road (OTR) shipments to intermodal. Intermodal doubles the efficiency of truckload with reduced carbon emissions and lowered cost.
Energy-Efficient Trucks and Equipment	We strive to keep our fleet energy efficient by continuously improving equipment with after-market updates and routine maintenance.
Renewable Technology	J.B. Hunt invests in renewable technology solutions. Company asset vehicles are equipped with solar-powered tracking units that optimize the location and availability of containers for efficiency. This technology allows J.B. Hunt to increase efficiency and gain better control over its operations.
Fuel Technology	Fuel is one of the largest sources of carbon emissions within the supply chain. We strive to find advanced fuel solutions for customers, including the use of biofuels and ensuring the fuel efficiency of our fleets.
Engineering Solutions	J.B. Hunt has a dedicated engineering team that helps customers optimize their shipping strategy to minimize total miles, maximize payload, and reduce carbon emissions per shipment.

Customer Carbon Footprint	J.B. Hunt's propriety tool calculates a customer's carbon footprint. We then offer solutions, such as decreasing carbon emissions, to reduce their current environmental impact.
Carbon Diet	We provide support to customers with a company-developed sustainability practice called the "Carbon Diet." We educate customers on best practices in supply chain sustainability and supply the resources needed to be successful.
Electric Vehicles	We continually search for and evaluate opportunities to utilize emerging technologies in the area of exhaust-free vehicles. J.B. Hunt added its first ever all-electric, medium-duty box trucks to its private fleet. The trucks have zero tailpipe emissions, eliminating the noise and carbon footprint of similar trucks.

Social Issues

Doing business to the best of our ability also means acknowledging and addressing important social issues. As a company, we support numerous initiatives that reflect the values most important to our customers and employees.

We cover a lot of miles in this business in the communities we serve and across the country. The people we encounter—employees, customers, and vendors—share diverse backgrounds and an equally diverse range of interests and passions. J.B. Hunt puts forth its best effort to support initiatives reflecting the company values which are most near and dear to the hearts of those we serve each day.

Human Trafficking	The issue of human trafficking is one that hits close to home in our industry. Victims of this crime are often hidden in plain sight at places our drivers frequent daily, including rest stops and truck stops. We work with organizations to educate our drivers on the issue and how to report suspicious activities.
Veterans Hiring Initiatives	We have committed to hiring 10,000 veterans by 2020. Nearly one in five of our employees is a military veteran, and we are proud to be consistently recognized for being a Top 100 Military Friendly Employer by VIQTORY.
Diversity and Inclusion Initiative	The Company’s Diversity and Inclusion initiative was founded in 2017. This initiative is spearheaded by our strategic leader who has a doctorate in organizational leadership and administration and was brought on board to expand the program enterprise-wide. Diversity and Inclusion reaches enterprise-wide and aims to create an inclusive culture and environment where employees from all backgrounds can succeed and be heard.

Employee Resource Groups (ERGs)	Our ERGs offer opportunities for employee professional development, community engagement, and networking. Comprised of groups for women, Latinos, and veterans, our ERGs promote camaraderie within the workforce and allow employees with similar interests to build meaningful work relationships. In 2019, J.B. Hunt will launch the African American ERG that will focus on issues impacting employees and their families and promote the camaraderie spirit of other ERGs.

Public Safety

Ensuring the roads are safe for our drivers and everyone on the road is important to us. We train drivers to understand and comply with required safety measures.

J.B. Hunt has made considerable investments in safety over the past 20 years. Safety is a core value and part of our corporate culture. It just has to be. We share the road with millions of people across the country every day, and our livelihood depends on keeping those roads as safe as possible for everyone. In addition to complying with industry-relevant laws and mandates, J.B. Hunt makes its contribution to public road safety in a variety of ways — driver training, drug testing, and investing in technologies that make drivers and equipment safer.

We have continuously maintained a satisfactory safety rating from the Federal Motor Carrier Safety Administration (FMCSA) since 1992. Our out-of-service (OOS) rates for vehicle, driver, and HAZMAT fall substantially below reported national averages in the Safety Measurement System (SMS). In CSA (Compliance, Safety, Accountability), our safety performance falls below the threshold in FMCSA's on-road safety performance BASICs (Behavior Analysis and Safety Improvement Categories) for unsafe driving, hours of service (HOS), driver fitness, controlled substance/alcohol, vehicle maintenance, and crash indicator.

Public safety is further promoted through smart purchasing decisions. As new safety technologies are made available, we carefully evaluate each to determine the overall impact and benefit they could bring to our drivers, trucks, and equipment.

Intermodal Conversion	J.B. Hunt leads the industry in converting OTR shipments to intermodal. This conversion of shipments from highway to rail has continually resulted in fewer truck-involved fatalities.
Defensive Driving Training	J.B. Hunt drivers are certified in a nationwide defensive driving program, involving classroom and in-vehicle training. All drivers are recertified under this program every three years.
Monthly and Quarterly Safety Training	Our drivers participate in regular ongoing web-based and classroom safety training. Ongoing professional development is designed to provide additional training for drivers, as well as keep them up to date on regulatory issues and company matters.
Hair Testing	In addition to DOT required urine testing, J.B. Hunt implemented a company policy requiring hair testing for the presence of controlled substances in 2006. Hair testing offers an extended view into an individual's possible drug usage and has resulted in a reduction in unfavorable results from random and post-incident tests.
Automatic Onboard Recording Devices/ELD's	We began implementing automatic onboard recording devices in 2007. As an early adopter of this technology, we have seen benefits in its ability to manage compliance with HOS

regulations and reduce roadside inspection violations.

Forward Collision Warning Systems	Installation of forward collision warning systems on our Class 8 tractors began in 2011. Currently, 95% of our company Class 8 fleet is deployed with this equipment which includes an automatic emergency braking system. We have seen a significant reduction in rear-end collision frequency and costs since implementation of these systems.
Video-Recorded Technology	Installation of video-recording equipment began in 2016, with 44% of our Class 8 fleet currently being deployed with forward-facing cameras. This equipment provides lane departure warnings and enhanced radar functionalities for some systems, such as braking on stationary objects. The primary benefit of this technology is improving driver safety performance. J.B. Hunt is also piloting rearview digital camera technology on its fleet that will expand driver visibility and potentially improve aerodynamics and fuel economy.

Governance Highlights

We believe that good corporate governance helps to ensure the Company is managed for the long-term benefit of our stockholders and accordingly observe the following key corporate governance principles:

Director Independence	The Company maintains a Board of Directors composed of a majority of individuals who satisfy the criteria for independence under the NASDAQ listing standards.
Lead Director and Independent Director Executive Sessions	Independent directors generally meet in executive session as part of each regularly scheduled Board meeting, with the position of Independent Lead Director being established to direct these executive sessions and authority to call additional meetings of independent directors as deemed necessary.
Board Committees	The Company requires all committees of the Board be comprised solely of independent directors and formal charters have been established outlining the purpose, composition, and responsibility of each committee, with all having authority to retain outside, independent advisors and consultants as needed.
Board Qualifications	The Board has established qualification guidelines for director nominees and performs continual evaluation of current director performance and qualifications.
Board Attendance and Overboarding	

	The Board has adopted a formal Director Attendance Policy and requires limitations and preapproval of director membership on other corporate boards.
Board Diversity	The Board maintains diversity in both gender and ethnic representation by identifying nominees whose backgrounds, attributes and experiences, taken as a whole, will contribute to the high standards of Board service to the Company.
Code of Conduct	The Company has adopted a formal Code of Ethical and Professional Standards applicable to all directors, officers and employees of the Company.

ACCOLADES

While the roots of innovation stretch as far back as the business's beginnings, some of J.B. Hunt's latest implementations are definitive of a cutting-edge company. From helping businesses operate more effectively to enhancing the safety of its company fleet, J.B. Hunt is developing and implementing new technologies that, through human insight and artificial intelligence, complement its commitment to creating the most efficient transportation systems in the North America.

Recognitions

Named One of America's Best Employers by Forbes

Named to Fortune 500 List for Sixth Consecutive Year, Breaking into Top 400

Earned Top Five Position on FreightWaves Inaugural Freight.Tech 25

Named Top 10 3PL by Inbound Logistics for Ninth Consecutive Year

Named 2019 Military Friendly Employer by VIQTORY for Twelfth Consecutive Year

Earned 2018 SmartWay Award from the EPA for Ninth Consecutive Year

Ranked Fourth on Transport Topics Top 100 Largest For-Hire Carriers

Ranked Sixth on Transport Topics Top 50 Logistics Companies

Named Top 3PL & Cold Storage Provider by Food Logistics for Sixth Time

Received Three Quest for Quality Awards from Logistics Management

Named Top 100 Trucker by Inbound Logistics

Named Top 75 Green Supply Chain Partner by Inbound Logistics

PROPOSAL ONE
Election of Directors

Our Board nominates Douglas G. Duncan, Francesca M. Edwardson, Wayne Garrison, Sharilyn S. Gasaway, Gary C. George, Bryan Hunt, Coleman H. Peterson, John N. Roberts, III, James L. Robo, and Kirk Thompson as directors to hold office for a term of one year, expiring at the close of the 2020 Annual Meeting of Stockholders or until their successors are elected and qualified or until their earlier resignation or removal. The Board believes that these incumbent directors standing for re-election are well-qualified and experienced to direct and manage the Company's operations and business affairs, and will represent the interests of the stockholders as a whole. Biographical information on each of these nominees is set forth below in "Nominees for Director."

If any director nominee becomes unavailable for election, which is not anticipated, the named proxies will vote for the election of such other person as the Board may nominate, unless the Board resolves to reduce the number of directors to serve on the Board and thereby reduce the number of directors to be elected at the Annual Meeting.

INFORMATION YOU NEED TO MAKE AN INFORMED DECISION

DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

Number of Directors and Term of Directors and Executive Officers

The Company's Bylaws provide that the number of directors shall not be less than three or more than 12, with the exact number to be fixed by the Board. The Board currently consists of 10 directors. Directors serve a term of one year from their election date to the Annual Meeting of Stockholders.

Directors are elected by a majority of votes cast with respect to each director, provided that the number of nominees does not exceed the number of directors to be elected.

The stockholders of the Company elect at the Company's Annual Meeting successors for directors whose terms have expired. The Board elects members to fill new membership positions and vacancies in unexpired terms on the Board. No director will be eligible to stand for re-election or be elected to a vacancy once he or she has reached 72 years of age. Executive officers are elected by the Board and hold office until their successors are elected and qualified or until their earlier death, retirement, resignation or removal.

PROPOSAL ONE Election of Directors

NOMINEES FOR DIRECTOR *Terms expire 2019*

Douglas G. Duncan

Age: 68

Director Since: 2010

Committees: Audit Committee, Nominating and Corporate Governance Committee

Principle Occupation: FedEx Freight Corporation (retired)

Recommendation: The Board has determined that Mr. Duncan's 30-years of transportation experience, including management positions in operations, sales and marketing and ultimately chief executive officer, qualify him to continue to serve as a Director of the Company.

Experience: Mr. Duncan retired as President and Chief Executive Officer of FedEx Freight Corporation, a wholly owned subsidiary of FedEx Corporation in February 2010. FedEx Freight Corporation is a leading provider of regional and national less-than-truckload (LTL) freight services. Mr. Duncan was the founding chief executive officer of FedEx Freight. He also served on the Strategic Management Committee of FedEx Corporation. Before the formation of FedEx Freight, he served for two years as President and Chief Executive Officer of Viking Freight. He served on the Executive Committee of the American Trucking Associations and as Chairman of the American Transportation Research Institute. A graduate of Christopher Newport University, Mr. Duncan served on the university's Board of Visitors.

Other Directorships (Prev. 5 Yrs.): Benchmark Electronics, Inc. (Chair of the Nominating and Governance Committee), Brambles LTD

Family Relationships: None

Francesca M. Edwardson

Age: 61

Director Since: 2011

Committees: Executive Compensation Committee, Nominating and Corporate Governance Committee

Principle Occupation: American Red Cross of Greater Chicago (retired)

Recommendation: The Board has determined that Ms. Edwardson continues to qualify to serve as a Director of the Company based on her lengthy and successful experience in both the transportation industry and legal environment, which provide respected insight and guidance to both the board and management.

Experience: Ms. Edwardson retired as the Chief Executive Officer of the American Red Cross of Chicago and Northern Illinois, a business unit of the American Red Cross, in 2016, a position she held since 2005. She previously served as Senior Vice President and General Counsel for UAL Corporation, a predecessor company to United Continental Holdings, Inc. She has also been a partner in the law firm of Mayer Brown and the Executive Director of the Illinois Securities Department. Ms. Edwardson is a graduate of Loyola University in Chicago, Illinois, holding degrees in economics and law.

Other Directorships (Prev. 5 Yrs.): Duluth Holdings, Inc (Chair of Compensation Committee), Rush University Medical Center, Lincoln Park Zoo

Family Relationships: None

PROPOSAL ONE Election of Directors

Wayne Garrison

Age: 66

Director Since: 1981

Committees: None

Principle Occupation: J.B. Hunt Transport Services, Inc. (retired)

Recommendation: The Board has determined that Mr. Garrison's extensive experience in the industry and over 40 years with J.B. Hunt in multiple roles provides invaluable experience to the board and stockholders, qualifying him to continue to serve as a Director of the Company.

Experience: Mr. Garrison served as Chairman of the Board of the Company from 1995 to December 31, 2010, and continues to serve as a member of the Board of Directors. Joining the Company in 1976 as Plant Manager, Mr. Garrison has also served as Vice President of Finance in 1978, Executive Vice President of Finance in 1979, President in 1982, Chief Executive Officer in 1987 and Vice Chairman of the Board from January 1986 until May 1991.

Other Directorships (Prev. 5 Yrs.): None

Family Relationships: None

Sharilyn S. Gasaway

Age: 50

Director Since: 2009

Committees: Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee

Principle Occupation: Alltel Corp. (retired)

Recommendation: The Board has determined that Ms. Gasaway's experience in accounting, finance, mergers and acquisitions, and regulatory matters, all gained through her extended tenures within the financial environment, which provide unquestionable value to the Company, qualify her to continue to serve as a Director of the Company.

Experience: Ms. Gasaway served as Executive Vice President and Chief Financial Officer of Alltel Corp., the Little Rock, Arkansas-based Fortune 500 wireless carrier, from 2006 to 2009. She was part of the executive team that spearheaded publicly traded Alltel's transition through the largest private equity buyout in the telecom sector and was an integral part of the successful combination of Alltel and Verizon. She also served as Alltel's Corporate

Controller and Principal Accounting Officer from 2002 to 2006. Joining Alltel in 1999, she served as Director of General Accounting, Controller, and Vice President of Accounting and Finance. Prior to joining Alltel, she worked for eight years at Arthur Andersen LLP. Ms. Gasaway has a degree in accounting from Louisiana Tech University and is a Certified Public Accountant.

Other Directorships (Prev. 5 Yrs.): Genesis Energy, LP (Chair of Audit Committee), Waddell & Reed Financial, Inc., Louisiana Tech University Foundation, Louisiana Tech University College of Business Advisory Board, Arkansas Children's, Inc., Arkansas Children's Foundation

Family Relationships: None

PROPOSAL ONE Election of Directors

Gary C. George

Age: 68

Director Since: 2006

Committees: Nominating and Corporate Governance Committee (Chair), Executive Compensation Committee

Principle Occupation: George's Inc.

Recommendation: The Board has determined that Mr. George continues to qualify to serve as a Director of the Company based on his extensive business and management knowledge gained through his leadership of a large diversified corporation.

Experience: Mr. George is Chairman of George's, Inc., a private, fully integrated poultry company with operations in Arkansas, Missouri, Virginia and Tennessee. He is a graduate of the University of Arkansas with a degree in business administration. He served on the Board of Trustees for the University of Arkansas from 1995 through 2005 and was Chairman of the Board of Trustees in 2005.

Other Directorships (Prev. 5 Yrs.): Legacy National Bank (Chairman), Arkansas Children's, Inc., Arkansas Children's Northwest, National Chicken Council

Family Relationships: None

Bryan Hunt

Age: 60

Director Since: 1991

Committees: None

Principle Occupation: Hunt Automotive Group

Recommendation: The Board has determined that Mr. Hunt's historical and current knowledge of the company and valuable contributions to the Board of J.B. Hunt since 1991 continue to qualify him to serve as a Director of the Company.

Experience: Mr. Hunt served as an employee of the Company from 1983 through 1997. He is the Managing Member of Best Buy Here Pay Here of Arkansas, a private company with used-car operations in Arkansas, Missouri and Oklahoma; Progressive Car Finance, a private company that provides subprime financing for automobile dealers; and 71B Auto Auction and I-135 Auto Auction, both private companies engaged in the auction of automobiles, trucks, boats and other motor vehicles to dealers and the general public in Arkansas and Kansas. A graduate of the University of Arkansas, he has a degree in marketing and transportation.

Other Directorships (Prev. 5 Yrs.): The New School

Family Relationships: Son of co-founders J.B. and Johnelle Hunt

PROPOSAL ONE Election of Directors

Coleman H. Peterson

Age: 70

Director Since: 2004

Committees: Executive Compensation Committee (Chair), Nominating and Corporate Governance Committee

Principle Occupation: Hollis Enterprises, LLC

Recommendation: The Board has determined that Mr. Peterson's vast experience within the discipline of human resource management, including his lengthy tenure with a large international corporation, provides valuable guidance to the organization, qualifying him to continue to serve as a Director of the Company.

Experience: Mr. Peterson is the President and CEO of Hollis Enterprises LLC, a human resources consulting firm founded in 2004. He is retired from Wal-Mart Stores, Inc. as Executive Vice President of its People Division. During his tenure, Mr. Peterson was responsible for recruitment, retention and development of the world's largest corporate workforce. Prior to his experience with Wal-Mart, Mr. Peterson spent 16 years with Venture Stores, with his last position being Senior Vice President of Human Resources. He holds bachelor's and master's degrees from Loyola University of Chicago.

Other Directorships (Prev. 5 Yrs.): Cracker Barrel Old Country Store, Inc. (Chair Compensation Committee), Build-A-Bear Workshop

Family Relationships: None

John N. Roberts, III

Age: 54

Director Since: 2010

Committees: None

Principle Occupation: President and Chief Executive Officer, J.B. Hunt Transportation Services, Inc.

Recommendation: The Board has determined that Mr. Roberts continues to qualify to serve as a Director of the Company based on his continual success while serving as the Company's current President and Chief Executive Officer.

Experience: Mr. Roberts is the Company's President and Chief Executive Officer. A graduate of the University of Arkansas, he served as Executive Vice President and President of Dedicated Contract Services from 1997 to December 31, 2010. Joining the Company in 1989, he began his career as a Management Trainee and subsequently served as an EDI Services Coordinator, Regional Marketing Manager for the Intermodal and Truckload business units, Business Development Executive for DCS and Vice President of Marketing Strategy for the Company.

Other Directorships (Prev. 5 Yrs.): Federal Reserve Bank of St. Louis, Arkansas Children's Northwest

Family Relationships: None

PROPOSAL ONE Election of Directors

James L. Robo

Age: 56

Director Since: 2002

Committees: Audit Committee (Chair), Nominating and Corporate Governance Committee, Independent Lead Director

Principle Occupation: NextEra Energy, Inc.

Recommendation: The Board has determined that Mr. Robo's financial expertise, leadership experience, and business experience gained through his leadership of a large complex corporation, qualify him to continue to serve as a Director of the Company.

Experience: Mr. Robo is Chairman and Chief Executive Officer of NextEra Energy, Inc., a leading clean energy company. He is Chairman of the company's rate-regulated electric utility subsidiary, Florida Power & Light Company, as well as Chairman and CEO of NextEra Energy Partners, LP, a growth-oriented limited partnership formed by NextEra Energy to acquire, manage and own contracted clean energy projects. Prior to joining NextEra Energy in 2002, Mr. Robo spent 10 years at General Electric Company. He served as President and Chief Executive Officer of GE Mexico from 1997 until 1999 and as President and Chief Executive Officer of the GE Capital TIP/Modular Space division from 1999 until February 2002. From 1984 through 1992, Mr. Robo worked for Mercer Management Consulting. He received a BA summa cum laude from Harvard College and an MBA from Harvard Business School, where he was a Baker Scholar.

Other Directorships (Prev. 5 Yrs.): NextEra Energy, Inc. (Chairman), NextEra Energy Partners, LP (Chairman)

Family Relationships: None

Kirk Thompson

Age: 65

Director Since: 1985

Committees: None

Principle Occupation: Chairman of the Board, J.B. Hunt Transportation Services, Inc.

Recommendation: The Board has determined that Mr. Thompson's extensive experience in the industry and over 40 years with J.B. Hunt in multiple roles provides invaluable experience to the organization and qualify him to continue to serve as a Director of the Company.

Experience: Mr. Thompson is the Company's Chairman of the Board. He served as President and Chief Executive Officer from 1987 to December 31, 2010. A graduate of the University of Arkansas and a Certified Public Accountant, Mr. Thompson joined the Company in 1973. He served as Vice President of Finance from 1979 until 1984, Executive Vice President and Chief Financial Officer until 1985, and President and Chief Operating Officer from 1986 until 1987, when he was elected President and Chief Executive Officer.

Other Directorships (Prev. 5 Yrs.): Rand Logistics, Inc.

Family Relationships: None

PROPOSAL ONE Election of Directors

DIRECTOR COMPENSATION

Overview of Nonemployee Director Compensation Program

The Company pays only nonemployee directors for their services as directors. Directors who are also officers or employees of the Company are not eligible to receive any of the compensation described below.

For the annual period between the Company's 2018 and 2019 Annual Meetings, compensation for nonemployee directors serving on the Board was as follows:

- an annual retainer of $215,000 paid in Company stock, cash or any combination thereof
- an annual retainer of $20,000, paid in cash, to each member of the Audit Committee
- an annual retainer of $15,000, paid in cash, to each member of the Executive Compensation Committee
- an annual retainer of $10,000, paid in cash, to each member of the Nominating and Corporate Governance Committee
- an additional annual retainer of $25,000, paid in cash, to the Audit Committee Chairman
- an additional annual retainer of $15,000, paid in cash, to the Executive Compensation Committee Chairman
- an additional annual retainer of $10,000, paid in cash, to the Nominating and Corporate Governance Committee Chairman
- reimbursement of expenses to attend Board and Committee meetings

No changes were made to the above compensation schedule for nonemployee directors for the period between the Company's 2019 and 2020 Annual Meetings.

Process for Reviewing and Setting Nonemployee Director Compensation

The Executive Compensation Committee reviews the adequacy and competitiveness of the nonemployee director compensation program annually and makes recommendations to the full Board for approval. Each year, the Committee directs its compensation consultant to provide an independent assessment of the Company's nonemployee director compensation program. The consultant analyzes and compares the Company's program against the same peer group used to benchmark executive officer compensation (see page 38 for further details about the peer group). The Committee targets total nonemployee director compensation levels at a competitive range of peer group total compensation. The Committee also considers total aggregate Board compensation and other factors when making recommendations to the Board for approval.

Nonemployee Board of Director Compensation Paid in Calendar Year 2018

Board Member	Fees Paid in Cash ($)	Fees Paid in Stock ($)	Restricted Share or Stock Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(1)	Total ($)
Douglas G. Duncan	245,000	—	—	—	—	6,465	251,465
Francesca M. Edwardson	25,000	214,890	—	—	—	7,985	247,875
Wayne Garrison	215,000	—	—	—	—	63,796	278,796
Sharilyn S. Gasaway	152,500	107,445	—	—	—	—	259,945
Gary C. George	35,000	214,890	—	—	—	—	249,890
Bryan Hunt	215,000	—	—	—	—	—	215,000
Coleman H. Peterson	40,000	214,890	—	—	—	5,871	260,761
James L. Robo	55,000	214,890	—	—	—	17,036	286,926

(1) Reimbursement of expenses to attend Board and Committee meetings

Each nonemployee member of the Board had the choice of receiving his or her annual retainer of $215,000 in Company stock, cash or any combination thereof. Those directors choosing to receive their full retainer in Company stock received 1,772 shares based on the $121.27 closing market price on April 19, 2018. Sharilyn S. Gasaway elected to receive half of her retainer in stock, totaling 886 shares, based on the closing market price shown above. Douglas G. Duncan, Wayne Garrison, and Bryan Hunt elected to receive their annual retainer in cash.

To more closely align his or her interests with those of the stockholders, each Board member is required to own three times his/her estimated annual compensation in Company stock within five years of his/her initial stockholder election to the Board. All Board members comply with this requirement.

Nonemployee members of the Board did not participate in either a company-sponsored pension or deferred compensation plan in calendar year 2018.

Chairman of the Board

The role of Chairman of the Board is an employed executive position of the Company. Therefore, the Chairman of the Board participates in all primary compensation components available to executive officers of the Company as discussed in our Compensation Discussion and Analysis of this Proxy Statement, with the exception of short-term cash incentive awards. He does not receive any director fees for his service on the Company's Board of Directors.

Chairman Compensation Paid in Calendar Year 2018

Board Member	Salary ($)	Restricted Share or Stock Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)(1)	Total ($)
Kirk Thompson, Chairman of the Board	363,269	—	—	—	12,770	376,039

(1) Includes $9,500 taxable allowance for financial counseling services and $3,270 Company contributions to 401(k) plan.

Executive Officers of the Company

Jennifer R. Boattini, 46, joined the Company in 2006 as Director of Litigation and Contract Management and currently serves as Senior Vice President of Legal and Litigation, General Counsel. She also serves as the Company's Corporate Secretary.

Kevin Bracy, 48, joined the Company in 1998 as a Financial Analyst and currently serves as Senior Vice President of Finance, Treasurer and Assistant Secretary.

Darren Field, 48, joined the company in 1994 as a Night Dispatcher and currently serves as Executive Vice President of Intermodal.

Craig Harper, 61, joined the Company in 1992 as Vice President of Marketing and currently serves as Executive Vice President. Prior to joining the Company, he worked for Rineco Chemical Industries as its Chief Executive Officer.

Bradley Hicks, 46, joined the Company in 1996 as a Management Trainee and currently serves as Executive Vice President of Dedicated Contract Services.

Nicholas Hobbs, 56, joined the Company in 1984 as a Management Trainee and currently serves as Executive Vice President and President of Dedicated Contract Services.

John Kuhlow, 48, joined the Company in 2006 as Assistant Corporate Controller and currently serves as Senior Vice President of Finance, Controller and Chief Accounting Officer. Prior to joining the Company, he was a Senior Audit Manager for KPMG LLP. Mr. Kuhlow is a Certified Public Accountant.

Terrence D. Matthews, 60, joined the Company in 1986 as a National Accounts Manager and currently serves as Executive Vice President and President of Intermodal. Prior to joining the Company, he worked as a National Accounts Manager for North American Van Lines.

Eric McGee, 45, joined the Company in 1998 as a National Account Service Monitor and currently serves as Executive Vice President of Highway Services.

David G. Mee, 58, joined the Company in 1992 as Vice President Tax and currently serves as Executive Vice President of Finance and Administration and Chief Financial Officer. Prior to joining the Company, he was a Senior Tax Manager for KPMG LLP. Mr. Mee is a Certified Public Accountant.

Stuart Scott, 52, joined the Company in 2016 as Executive Vice President and Chief Information Officer. Prior to joining the Company, he served as Chief Information Officer (CIO) at Tempur-Sealy International, CIO at Microsoft, and CIO for various General Electric businesses.

Shelley Simpson, 47, joined the Company in 1994 as a Management Trainee and currently serves as Executive Vice President, Chief Commercial Officer, and President of Highway Services.

Security Ownership of Management

The following table sets forth the beneficial ownership of the Company’s common stock as of February 12, 2019, by each of its current directors (including all nominees for director), the Named Executive Officers (the NEOs), and all other executive officers and directors as a group. Unless otherwise indicated in the footnotes below, “beneficially owned” means the sole or shared power to vote or direct the voting of a security or the sole or shared power to dispose or direct the disposition of a security.

Owner	Number of Shares Beneficially Owned Directly (1)	Number of Shares Beneficially Owned Indirectly (2)		Percent of Class (%) (3)
Douglas G. Duncan	10,828	2,600		*
Francesca M. Edwardson	18,392	—		*
Wayne Garrison	1,650,000	51,503		1.6
Sharilyn S. Gasaway	20,426	275		*
Gary C. George	36,158	1,072,077	(4)	1.0
Nicholas Hobbs	83,717	168		*
Bryan Hunt	70,697	—		*
Terrence D. Matthews	80,181	38,842		*
David G. Mee	117,206	500		*
Coleman H. Peterson	38,173	—		*
John N. Roberts, III	300,165	—		*
James L. Robo	—	43,295		*
Shelley Simpson	86,060	46,228		*
Kirk Thompson	40,559	—		*
All executive officers and directors as a group (22)	2,684,230	1,261,970		3.6

*Less than 1 percent

Security Ownership of Management

(1) Includes shares owned by the director or executive officer that are:
- (a) held in a 401(k) or deferred compensation account
- (b) held in trusts for the benefit of an immediate family member for which the director or executive officer is the trustee
- (c) pledged shares as shown below:

Bryan Hunt	68,469
David G. Mee	79,650
John N. Roberts, III	160,000
Kirk Thompson	30,000
All executive officers and directors as a group	351,794

(2) Indirect beneficial ownership includes shares owned by the director or executive officer:
- (a) as beneficiary or trustee of a personal trust
- (b) by a spouse or as trustee or beneficiary of a spouse's trust
- (c) held in trusts for the benefit of an immediate family member for which the director or executive officer's spouse is the trustee
- (d) in a spouse's retirement account

(3) Calculated on the basis of 108,738,788 shares of common stock outstanding of the Company on February 12, 2019.

(4) The reporting person disclaims beneficial ownership of these shares, which are held in limited partnerships or trusts. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purposes of Section 16 or for any other purposes. Includes 4,690 shares currently pledged by the reporting person.

Corporate Governance

We believe that good corporate governance helps to ensure that the Company is managed for the long-term benefit of our stockholders. We continually review and consider our corporate governance policies and practices, the SEC's corporate governance rules and regulations, and the corporate governance listing standards of NASDAQ, the stock exchange on which our common stock is traded. Key corporate governance principles observed by the Board and Company include:

maintaining a Board composed of a majority of directors who satisfy the criteria for independence under the NASDAQ listing standards,

establishment of the position of Independent Lead Director,

utilization of independent director executive session meetings,

requiring that all committees of the Board be comprised solely of independent directors,

establishment of formal charters outlining the purpose, composition, and responsibility of each committee of the Board,

granting authority to all committees of the Board to retain outside, independent advisors and consultants as needed,

establishment of qualification guidelines for director nominees,

continual evaluation of current director performance and qualifications,

limitation and preapproval of director membership on other corporate boards,

maintaining Board diversity in both gender and ethnic representation,

review the Company's plan for succession of management,

adoption of a formal Director Attendance Policy, and adoption of a formal Code of Ethical and Professional Standards applicable to all directors, officers and employees of the Company.

You can access and print the Charters of our Audit Committee, Executive Compensation Committee (Compensation Committee), and Nominating and Corporate Governance Committee (Corporate Governance Committee), as well as our Corporate Code of Ethical and Professional Standards for Directors, Officers and Employees, Whistleblower Policy, and other Company policies and procedures required by applicable law, regulation or NASDAQ corporate governance listing standards on the "Corporate Governance" page of the "Investors" section of our website at jbhunt.com. Additionally, you can request copies of any of these documents by writing to our Corporate Secretary at the following address:

J.B. Hunt Transport Services, Inc.

Attention: Corporate Secretary

615 J.B. Hunt Corporate Drive

Lowell, Arkansas 72745

Director Independence

The Board is composed of a majority of directors who satisfy the criteria for independence under the NASDAQ corporate governance listing standards. In determining independence, each year the Board affirmatively determines, among other items, whether the directors have no material relationship with the Company or any of its subsidiaries pursuant to the NASDAQ corporate governance listing standards. When assessing the “materiality” of a director’s relationship with the Company, if any, the Board considers all relevant facts and circumstances, not merely from the director’s standpoint, but from that of the persons or organizations with which the director has an affiliation and the frequency or regularity of the services, whether the services are being carried out at arm’s length in the ordinary course of business, and whether the services are being provided substantially on the same terms to the Company as those prevailing at the time from unrelated parties for comparable transactions. Material relationships can include commercial, banking, industrial, consulting, legal, accounting, charitable and familial relationships. The Board also considers any other relationship that could interfere with the exercise of independence or judgment in carrying out the duties of a director.

Applying these independence standards, the Board has determined that Douglas G. Duncan, Francesca M. Edwardson, Sharilyn S. Gasaway, Gary C. George, Coleman H. Peterson, and James L. Robo are all independent directors. After due consideration, the Board has determined that none of these nonemployee directors have a material relationship with the Company or any of its subsidiaries (either directly or indirectly as a partner, stockholder or officer of any organization that has a relationship with the Company or any of its subsidiaries) and that they all meet the criteria for independence under the NASDAQ corporate governance listing standards.

Risk Management and Oversight

As previously described in their biographies, current members of our Board represent diverse backgrounds of business and academic experience. The Board, as a whole, performs the risk oversight of the Company and does not assign the task or responsibility to any one member or a committee. Therefore, the Board believes that the members each possess unique yet complementary experiences and backgrounds that create diverse points of view, opinions, personalities and management styles that allow for the proper risk management and oversight of the Company.

Independent Lead Director

The Board has established the position of Independent Lead Director, to which James L. Robo was appointed. The Independent Lead Director directs the executive sessions of independent directors at the Board meetings at which the Chairman is not present and has authority to call meetings of independent directors. The Independent Lead Director facilitates communication between the Chairman, the CEO and the independent directors, as appropriate, and performs such other functions as the Board directs.

Independent Director Meetings

Independent directors generally meet in executive session as part of each regularly scheduled Board meeting, with discussion led by the Independent Lead Director.

Director Recommendations by Stockholders

In addition to recommendations from Board members, management or professional search firms, the Corporate Governance Committee will consider director candidates properly submitted by stockholders who individually or as a group have beneficially owned at least 2% of the outstanding shares of the Company's common stock for at least one year from the date the recommendation is submitted. Stockholders must submit director candidate recommendations in writing by Certified Mail to the Company's Corporate Secretary not less than 120 days prior to the first anniversary of the date of the Proxy Statement relating to the Company's previous Annual Meeting. Accordingly, for the 2020 Annual Meeting of Stockholders, director candidates must be submitted to the Company's Corporate Secretary by November 9, 2019. Director candidates submitted by stockholders must contain at least the following information:

the name and address of the recommending stockholder,

the number of shares of the Company's common stock beneficially owned by the recommending stockholder and the dates such shares were purchased,

the name, age, business address and residence of the candidate,

the principal occupation or employment of the candidate for the past five years,

a description of the candidate's qualifications to serve as a director, including financial expertise and why the candidate does or does not qualify as "independent" under the NASDAQ corporate governance listing standards,

the number of shares of the Company's common stock beneficially owned by the candidate, if any, and

a description of the arrangements or understandings between the recommending stockholder and the candidate, if any, or any other person pursuant to which the recommending stockholder is making the recommendation.

In addition, the recommending stockholder and the candidate must submit, with the recommendation, a signed statement agreeing and acknowledging that:

the candidate consents to being a director candidate and, if nominated and elected, he or she will serve as a director representing all of the Company's stockholders in accordance with applicable laws and the Company's Articles of Incorporation and Bylaws,

the candidate, if elected, will comply with the Company's corporate governance guidelines and any other applicable rule, regulation, policy or standard of conduct applicable to the Board and its individual members,

the recommending stockholder will maintain beneficial ownership of at least 2% of the Company's issued and outstanding common stock through the date of the Annual Meeting for which the candidate is being recommended for nomination and that, upon the candidate's nomination and election to the Board, the recommending stockholder intends to maintain such ownership throughout the candidate's term as director, and

the recommending stockholder and the candidate will promptly provide any additional information requested by the Corporate Governance Committee and/or the Board to assist in the consideration of the candidate, including a completed and signed Questionnaire for Directors and Officers on the Company's standard form and an interview with the Corporate Governance Committee or its representative.

For a complete list of the information that must be included in director recommendations submitted by stockholders, please see the "Director Recommendations by Stockholders Policy" on the "Corporate Governance" page of the "Investors" section of our website at jbhunt.com. The Corporate Governance Committee will consider all director candidates submitted through its established processes and will evaluate each of them, including incumbents, based on the same criteria. However, the Corporate Governance Committee may prefer incumbent directors and director candidates whom they know personally or who have relevant industry experience and in-depth knowledge of the Company's business and operations.

The policies and procedures as set forth above are intended to provide flexible guidelines for the effective functioning of the Company's director nomination process. The Board intends to review these policies and procedures periodically and anticipates that modifications may be necessary from time to time as the Company's needs and circumstances change.

Board Composition and Director Qualifications

The Corporate Governance Committee periodically assesses the appropriate size and composition of the Board and whether any vacancies on the Board are expected. In the event that vacancies are anticipated or otherwise arise, the Corporate Governance Committee will review and assess potential director candidates. The Corporate Governance Committee utilizes various methods for identifying and evaluating candidates for director. Candidates may come to the attention of the Corporate Governance Committee through recommendations of Board members, management, stockholders or professional search firms. Generally, director candidates should, at a minimum:

possess relevant business and financial expertise and experience, including a basic understanding of fundamental financial statements,

have exemplary character and integrity and be willing to work constructively with others,

have sufficient time to devote to Board meetings and consultation on Board matters, and

be free from conflicts of interest that violate applicable law or interfere with director performance.

In addition, the Corporate Governance Committee seeks director candidates who possess the following qualities and skills:

the capacity and desire to represent the interests of the Company's stockholders as a whole,

occupational experience and perspective that, together with other directors, enhances the quality of the Board, leadership experience and sound business judgment,

accomplishments in their respective field, with superior credentials and recognition,

knowledge of the critical aspects of the Company's business and operations, and

the ability to contribute to the mix of skills, core competencies and qualifications of the Board through expertise in one or more of the following areas:

– accounting and finance

– mergers and acquisitions

– investment management

– law

– academia

– strategic planning

– investor relations

– executive leadership development

– executive compensation

– service as a senior officer of, or a trusted adviser to senior management of, a publicly held company.

The independent members of the Board each possess the general skills, experience, attributes and qualifications that make them a proper fit for the Company’s Board as described above. Specific strengths and qualities possessed by each member that makes him or her eligible to serve on the Company’s Board include:

Douglas G. Duncan – 30 years of experience in the transportation industry

Francesca M. Edwardson – business experience in the transportation industry, law, human resources, and corporate governance

Sharilyn S. Gasaway – accounting, finance, mergers and acquisitions, and regulatory experience

Gary C. George – business experience related to managing a diversified business headquartered in Springdale, Arkansas

Coleman H. Peterson – human resource experience with a large international workforce, corporate governance, and retail experience

James L. Robo – financial expertise, leadership experience, and business experience related to equipment and the transportation industry

Messrs. Garrison, Hunt, Roberts and Thompson, as nonindependent directors, have extensive work experience and history with the Company from its origins, which the Board believes is critical to its composition.

Overboarding

To further facilitate each director's ability to effectively serve as a member of the Board, each director is limited to serving on no more than four boards of directors of publicly held companies in total, including that of the Company. In addition, a director is required to obtain Board approval prior to joining the board of another publicly held company, which allows the Board to exercise its judgment regarding various considerations and potential conflicts of interest.

Board Diversity

As indicated by the criteria above, the Board prefers a mix of background and experience among its members. Furthermore, the Board is diverse both in gender and ethnic representation, with 30% of our current members reflecting female or minority demographics. The Board does not follow any ratio or formula to determine the appropriate mix. Rather, it uses its judgment to identify nominees whose backgrounds, attributes and experiences, taken as a whole, will contribute to the high standards of Board service to the Company. The effectiveness of this approach is evidenced by the directors' participation in insightful and robust yet mutually respectful deliberation that occurs at Board and Committee meetings.

Board Leadership Structure

The Company split the titles, roles and responsibilities of the Chairman of the Board and Chief Executive Officer in 1985. The Company and the Board believe that, while the duties may be performed by the same person without consequence to either Company operations or stockholders' interest, separation of duties allows the Chairman to focus more on active participation by the Board and oversight of management, while the Chief Executive Officer is better able to focus on day-to-day operations of the Company.

Communications With The Board

Stockholders and other interested parties may communicate with the Board, Board Committees, the independent or the nonmanagement directors, each as a group or any director individually by submitting their communications in writing to the attention of the Company's Corporate Secretary. All communications must identify the recipient and author, state whether the author is a stockholder of the Company, and be forwarded to the following address via Certified Mail:

J.B. Hunt Transport Services, Inc.

Attention: Corporate Secretary

615 J.B. Hunt Corporate Drive

Lowell, Arkansas 72745

The directors of the Company have instructed the Corporate Secretary not to forward to the intended recipient any communications that are reasonably determined in good faith by the Corporate Secretary to relate to improper or irrelevant topics or that are substantially incomplete.

Board Meetings

The Board held four scheduled meetings during the 2018 calendar year. All directors attended at least 75% of the aggregate of the Board meetings and committee meetings on which each served during 2018. All members of the Board attended the 2018 Annual Meeting of Stockholders. The Company has adopted a Director Attendance Policy to stress the importance of attendance, director preparedness, and active and effective participation at Board and Board Committee meetings.

Board Committees

Standing committees of the Board include the Audit, Executive Compensation, and Nominating and Corporate Governance committees. Committee members are elected annually by the Board and serve until their successors are elected and qualified or until their earlier death, retirement, resignation or removal.

The following table summarizes the membership of the Board and each of its committees and the number of times each met during calendar year 2018:

Director	**Audit**	**Compensation**	**Corporate Governance**
Douglas G. Duncan	X		X
Francesca M. Edwardson		X	X
Sharilyn S. Gasaway	X	X	X
Gary C. George		X	Chair
Coleman H. Peterson		Chair	X
James L. Robo	Chair		X
Number of Meetings in 2018	8	3	3

On January 23, 2019, the Corporate Governance Committee recommended, and the Board approved, the same committee assignments as 2018 for 2019.

AUDIT COMMITTEE

Under the terms of its charter, the Audit Committee represents and assists the Board in fulfilling its oversight responsibility relating to the integrity of the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls, the internal audit function, the annual independent audit of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, the performance of the Company's internal audit function, and the performance of its independent auditors.

In fulfilling its duties, the Audit Committee, among other things, shall:

appoint, terminate, retain, compensate and oversee the work of the independent registered public accounting firm,

preapprove all services provided by the independent registered public accounting firm,

oversee the performance of the Company's internal audit function,

review the qualifications, performance and independence of the independent registered public accounting firm,

review external and internal audit reports and management's responses thereto,

monitor the integrity of the financial reporting process, system of internal accounting controls, and financial statements and reports of the Company,

oversee the Company's compliance with legal and regulatory requirements,

review the Company's annual and quarterly financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" set forth in periodic reports filed with the

SEC,

discuss with management earnings news releases,

meet with management, the internal auditors, the independent auditors and the Board,

provide the Board with information and materials as it deems necessary to make the Board aware of significant financial accounting and internal control matters of the Company,

oversee the receipt, investigation, resolution and retention of all complaints of a financial nature submitted under the Company's Whistleblower Policy, and

otherwise comply with its responsibilities and duties as set forth in the Company's Audit Committee Charter.

The Board has determined that each member of the Audit Committee satisfies the independence and other requirements for audit committee membership of the NASDAQ corporate governance listing standards and SEC requirements. The Board has also determined that all members of the Audit Committee have the attributes of an audit committee financial expert as defined by the SEC. The Board determined that these members acquired such attributes through their experience in preparing, auditing, analyzing or evaluating financial statements, or actively supervising one or more persons engaged in such activities, and their experience of overseeing or assessing the performance of companies and public accountants with respect to preparation, auditing or evaluation of financial statements. For additional information concerning the Audit Committee, see "Report of the Audit Committee" set forth below.

EXECUTIVE COMPENSATION COMMITTEE

The Executive Compensation Committee (the Compensation Committee) shall:

determine and approve base salary compensation of the Company’s senior executive officers,

determine and approve annual equity-based awards for the Company’s “insiders” as defined in Section 16 of the Securities Exchange Act of 1934, with the exception of the Chairman of the Board and the Chief Executive Officer,

evaluate and recommend to the independent members of the Board for their approval base salary and annual equity-based awards for the Chairman of the Board and the Chief Executive Officer,

review and approve the annual performance goals and objectives of the Company’s senior executive officers, including the Chief Executive Officer,

establish and certify the achievement of performance goals,

oversee the Company’s incentive compensation and equity-based compensation plans,

assess the adequacy and competitiveness of the Company’s executive and director compensation programs,

review and discuss with management the Compensation Discussion and Analysis (CD&A) and recommend whether such analysis should be included in the Proxy Statement filed with the SEC,

produce an Annual Report on executive compensation for inclusion in the Company’s Proxy Statement,

review and approve any employment agreements, severance agreements or arrangements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits for each officer of the Company, approve, disapprove, modify or amend any non-equity compensation plans designed and intended to provide compensation primarily for officers,

make recommendations to the Board regarding adoption of equity-based compensation plans,

administer, modify or amend equity-based compensation plans,

monitor the diversity of the Company's workforce, and

otherwise comply with its responsibilities and duties as set forth in the Company's Compensation Committee Charter.

None of the individuals serving on the Compensation Committee has ever been an officer or employee of the Company. The Board has determined that all members of the Compensation Committee satisfy the independence requirements of the NASDAQ corporate governance listing standards. All members of the Compensation Committee qualify as "nonemployee directors" for purposes of Rule 16b-3 of the Exchange Act and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code, as amended.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Nominating and Corporate Governance Committee (the Corporate Governance Committee) shall:

- annually review the Company's corporate governance guidelines and policies,
- assist the Board in identifying, screening and recruiting qualified individuals to become Board members,
- propose nominations for Board membership and committee membership,
- assess the composition of the Board and its committees,
- oversee the performance of the Board and committees thereof,
- review the Company's plan for succession of management,
- oversee the Company's strategies addressing environmental and social issues,
- review and approve all related-party transactions (as required by law, NASDAQ rules, or SEC regulations), and
- otherwise comply with its responsibilities and duties as set forth in the Company's Corporate Governance Committee Charter.

The Board has determined that all members of the Corporate Governance Committee satisfy the independence requirements of the NASDAQ corporate governance listing standards.

Code of Business Conduct and Ethics

The Board has adopted a Corporate Code of Ethical and Professional Standards for Directors, Officers and Employees (the Code of Ethics) that applies to all of the Company's directors, officers and employees. The purpose and role of this Code of Ethics is to focus our directors, officers and employees on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical or unlawful conduct, and help enhance and formalize our culture of integrity, honesty and accountability. As required by applicable law, the Company will post on the "Corporate Governance" page of the "Investors" section of its website at jbhunt.com any amendments or waivers of any provision of this Code of Ethics made for the benefit of executive officers or directors of the Company.

Corporate Governance Guidelines

The Board has adopted corporate governance guidelines and policies to assist it in exercising its responsibilities to the Company and its stockholders. These guidelines address, among other items, director qualifications and responsibilities, Board Committees and nonemployee director compensation.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires each director, officer and any individual beneficially owning more than 10% of the Company's common stock to file with the SEC reports of security ownership and reports on subsequent changes in ownership. These reports are generally due within two business days of the transaction giving rise to the reporting obligation.

To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, all Section 16(a) filings were made in a timely manner, with the exception of Wayne Garrison and Darren Field, each who had one late filing to report the sale of shares and Kirk Thompson, who had one late filing to report the purchase of shares through the reinvestment of cash dividends paid.

Certain Relationships and Related Transactions

The Corporate Governance Committee is charged with the responsibility of reviewing and preapproving all related-party transactions (as defined in SEC regulations) and periodically reassessing any related-party transaction entered into by the Company. The Committee does not currently have any formal policy or procedures with respect to its review and approval of related-party transactions, but considers each such transaction or proposed transaction on a case-by-case basis.

Bryan Hunt, one of our current directors, is the son of Johnelle Hunt, a principal stockholder of the Company.

Two sons-in-law of Kirk Thompson, Chairman of the Board of the Company, were employed by the Company in calendar year 2018. The first earned $402,431 and the second earned $308,339 in 2018 compensation. Shelley Simpson's husband was employed by the Company in calendar year 2018 and earned $395,727 in 2018 compensation. Jennifer R. Boattini's husband was employed by the Company in calendar year 2018 and earned $318,216 in 2018 compensation.

In the ordinary course of business, the Company has entered into a Dedicated Contract Services® agreement with George's, Inc., which is considered a related party. The customer agreements consist primarily of fleets of tractors and specialty trailers delivering feed and live poultry to and from plants located in Cassville, Missouri; Edinburg, Virginia; Harrisonburg, Virginia; and Mt. Jackson, Virginia, as well as other agreed-upon services on an as-needed basis. Gary C. George is Chairman of George's, Inc. Mr. George was not involved in the establishment of these service agreements, nor did he solicit the Company's services on behalf of George's, Inc. Total revenue earned in calendar year 2018 under these service agreements was $11.9 million. Services provided under these contracts are and will be carried out at arm's length in the ordinary course of business and are being provided substantially on the same terms as those of unrelated parties for comparable transactions.

In March 2017, the Company made a gift of $2.75 million to the University of Arkansas. The gift is payable in varying increments over a five-year period beginning in calendar year 2017. Both John N. Roberts, III and Shelley Simpson are members of the Dean's Executive Advisory Board for the Sam M. Walton College of Business at the University of Arkansas. Mr. Roberts and Ms. Simpson did not solicit the contribution on behalf of the organization.

In May 2018 and August 2018, the Company made gifts of $2,000 and $150,000, respectively, to Seven Hills Homeless Center. David G. Mee is a board member of the organization. Mr. Mee did not solicit this contribution on behalf of the organization.

In December 2018, the Company made a gift of $2.5 million to Mercy Health Foundation NWA. The gift is payable in equal increments over a five-year period beginning in calendar year 2018. Shelley Simpson is a member of the board of directors of Mercy Health Northwest Arkansas. Mrs. Simpson did not solicit the contribution on behalf of the organization.

Compensation Committee Interlocks and Insider Participation

During the 2018 calendar year, none of the Company's executive officers served on the Board of Directors or Compensation Committees of any entity whose directors or officers served on the Company's Board or Compensation Committee. No current or past executive officers or employees of the Company served on the Compensation Committee.

Principal Stockholders of the Company

The following table sets forth all persons known to be the beneficial owner of more than 5% of the Company's common stock as of December 31, 2018. Unless otherwise indicated in the footnotes below, "beneficially owned" means the sole or shared power to vote or direct the voting of a security or the sole or shared power to dispose or direct the disposition of a security.

Name and Address	Number of Shares	Percent of Class
Johnelle Hunt(1) 3333 Pinnacle Hills Parkway Rogers, AR 72756	18,326,686	16.9 %
Vanguard Group, Inc.(2) 100 Vanguard Blvd. Malvern, PA 19355	9,995,702	9.2 %
Capital Research Global Investors(3) 333 South Hope Street Los Angeles, CA 90071	9,883,063	9.0 %
BlackRock, Inc.(4) 55 East 52nd Street New York, NY 10055	6,194,877	5.7 %

(1) Based on the stockholder's Form 5, filed with the SEC on February 13, 2019.

(2) Based on the most recent SEC filing by Vanguard Group, Inc. on Schedule 13G/A dated February 11, 2019. Of the total shares shown, the nature of beneficial ownership is as follows: sole voting power, 107,033 shares; shared voting power, 16,729 shares; sole dispositive power, 9,875,308 shares; and shared dispositive power, 120,394 shares. The Company makes no representation as to the accuracy of the information reported in such beneficial ownership reports.

(3) Based on the most recent SEC filing by Capital Research Global Investors on Schedule 13G dated February 14, 2019. Of the total shares shown, the nature of beneficial ownership is as follows: sole voting power, 9,883,063 shares; shared voting power, zero shares; sole dispositive power, 9,883,063 shares; and shared dispositive power, zero shares. The Company makes no representation as to the accuracy of the information reported in such beneficial ownership reports.

(4) Based on the most recent SEC filing by BlackRock, Inc. on Schedule 13G/A dated February 6, 2019. Of the total shares shown, the nature of beneficial ownership is as follows: sole voting power, 5,401,638 shares; shared voting

power, zero shares; sole dispositive power, 6,194,877 shares; and shared dispositive power, zero shares. The Company makes no representation as to the accuracy of the information reported in such beneficial ownership reports.

Report of the Executive Compensation Committee

The 2018 Executive Compensation Committee (the Compensation Committee) was composed of Coleman H. Peterson, Chairman, Francesca M. Edwardson, Sharilyn S. Gasaway, and Gary C. George, none of whom is an officer or employee of the Company and all of whom have been determined by the Board of Directors of the Company (the Board) to be independent. Additionally, all members of the Compensation Committee qualify as “nonemployee directors” for purposes of Rule 16b-3 of the Exchange Act and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code, as amended (the Code).

The Compensation Committee operates under a written charter adopted by the Board, a copy of which is available on the “Corporate Governance” page of the “Investors” section of the Company’s website at jbhunt.com. In carrying out its responsibilities, the Compensation Committee, among other things:

evaluates and recommends to the independent Board members, for their approval, the annual salaries and bonuses of the Chairman of the Board and the Chief Executive Officer,

reviews and approves annual corporate goals and objectives of the Chairman of the Board and the Chief Executive Officer and other Section 16 reporting officers,

recommends for approval to the independent Board members equity-based compensation awards under the Company’s Management Incentive Plan (the MIP), as amended and restated, for the Chairman of the Board and the Chief Executive Officer,

reviews and approves equity-based compensation awards under the Company’s MIP, as amended and restated, for the Section 16 reporting officers,

establishes and certifies the achievement of performance goals under the Company’s incentive and performance-based compensation plans,

reviews and approves compensation recommendations for the Company’s directors,

reviews other Company executive compensation programs, and reviews and approves the Compensation Committee report to the stockholders and the Compensation Discussion and Analysis (the CD&A) report included in the Proxy Statement.

The Chairman of the Board recommends to the Compensation Committee the form and amount of compensation to be paid to the Chief Executive Officer. The Chief Executive Officer provides recommendations to the Compensation Committee regarding the form and amount of compensation to be paid to executive officers who report directly to him. Additionally, the Chairman of the Board, the Chief Executive Officer and the Chief Financial Officer regularly attend Compensation Committee meetings, except for executive sessions. Upon request, management has provided to the Compensation Committee historical and prospective breakdowns of primary compensation components for each executive officer, wealth accumulation analyses and internal pay equity analyses as described in more detail below.

At our 2018 Annual Meeting, the stockholders approved, on an advisory basis, the compensation of the named executive officers (98.9% of votes cast). The Compensation Committee believes this level of stockholder support reflects a strong endorsement of the Company’s compensation policies and decisions. The Compensation Committee has considered the results of the last advisory vote on executive compensation in determining the Company’s compensation policies and decisions for 2019, and has determined that these policies and decisions are appropriate and in the best interests of the Company and its stockholders at this time. In addition, at our 2017 Annual Meeting, the stockholders voted for approval of a frequency of holding advisory votes every year with respect to named executive officer compensation (93.4% of votes cast). Accordingly, an advisory vote on executive compensation has been included as Proposal Number Two within this Proxy Statement.

In 2018, the Compensation Committee engaged Meridian Compensation Partners, LLC (Meridian) to review the Company's executive compensation policies and practices. Meridian was also directed to assist with the development of a comparable peer group for executive compensation purposes and to benchmark compensation levels for the NEOs. Meridian is retained by, and reports to, the Compensation Committee to provide compensation analyses and consultation at the Committee's request.

The Compensation Committee met three times in 2018 to discuss, among other items, the salaries, bonuses and other compensation of the senior executive officers and other key employees of the Company, including the Chairman of the Board and the Chief Executive Officer. The Compensation Committee did not act by unanimous consent at any time in 2018.

Historically, the Compensation Committee meets during the first quarter to finalize discussion regarding the Company's performance goals for the previous and current year with respect to performance-based compensation to be paid to executive officers and to approve its report for the Proxy Statement. These goals are approved within 90 days of the beginning of the year, pursuant to the Code. In addition, during this and other regularly scheduled meetings throughout the year, the Compensation Committee meets to:

discusses any new compensation issues,

review base compensation, bonus and MIP award analyses,

approve the engagement of the compensation consultant for annual executive and director compensation surveys,

review and discuss information provided by the compensation consultant and the recommendations made by the Chairman of the Board and the Chief Executive Officer,

review the performance of the Company and the individual officers,

approve short-term cash bonus and long-term incentive awards, and determine executives' base salaries.

Management also advises the full Board, including the Compensation Committee members, throughout the year of any new issues and developments regarding executive compensation.

The Compensation Committee has reviewed and discussed the following CD&A with management, and based upon such review and discussions, the Compensation Committee recommended to the Board that the CD&A be included in the Company's Proxy Statement.

J.B. Hunt Transport Services, Inc.

2018 Executive Compensation Committee

Coleman H. Peterson, Chairman

Francesca M. Edwardson

Sharilyn S. Gasaway

Gary C. George

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The Compensation Discussion and Analysis provides information regarding the compensation paid to our President and Chief Executive Officer, Chief Financial Officer and certain other executive officers who were the most highly compensated in calendar year 2018. These individuals, referred to collectively as “named executive officers” or NEOs, are identified below:

John N. Roberts, III – President and Chief Executive Officer

David G. Mee – Executive Vice President, Finance/Administration, Chief Financial Officer

Shelley Simpson – Executive Vice President, Chief Commercial Officer and President of Highway Services

Nicholas Hobbs – Executive Vice President and President of Dedicated Contract Services

Terrence D. Matthews – Executive Vice President and President of Intermodal

Compensation Philosophy and Principles

The Compensation Committee acknowledges that the transportation industry is highly competitive and that experienced professionals have career mobility. The Company believes that it competes for executive talent with a large number of companies, some of which have significantly larger market capitalizations and others of which are privately owned. Retention of key talent remains critical to our success. The Company’s need to focus on retention is compounded by its size and geographic location. The Company’s compensation program is structured to attract, retain and develop executive talent with the ability to assume a broad span of responsibilities and successfully lead complex business units to market-leading positions in the industry. The Compensation Committee believes that the ability to attract, retain and provide appropriate incentives for professional personnel, including the senior executive officers and other key employees of the Company, is essential to maintaining the Company’s leading competitive position, thereby providing for the long-term success of the Company. The Compensation Committee’s goal is to maintain compensation programs that are competitive within the transportation industry. Each year, the Compensation

Committee reviews the executive compensation program with respect to external competitiveness and linkage between executive compensation and creation of stockholder value and determines what changes, if any, are appropriate.

The overall compensation philosophy of the Compensation Committee and management is guided by the following principles:

Compensation levels should be sufficiently competitive to attract and retain key talent. The Company aims to attract, motivate and retain high-performance talent to achieve and maintain a leading position in our industry. Our total compensation package should be strongly competitive with other transportation and logistics companies.

Compensation should relate directly to performance and responsibility. Total compensation should be tied to and vary with performance and responsibility, both at the Company and individual level, in achieving financial, operational and strategic objectives. Differentiated pay for high-performing individuals should be proportional to their contributions to the Company’s success.

Short-term incentive compensation should constitute a significant portion of total executive compensation. A large portion of total compensation should be tied to performance, and therefore at risk, as position and responsibility increase. Individuals with greater roles and the ability to directly impact strategic direction and long-term results should bear a greater proportion of the risk.

Long-term incentive compensation, the Company's Management Incentive Plan (the MIP), should be closely aligned with stockholders' interests. Awards of long-term compensation encourage executive officers to focus on the Company's long-range growth and development and incent them to manage from the perspective of stockholders with a meaningful stake in the Company, as well as to focus on long-term career orientation. Participants in the MIP are required to own Company stock. The requirements are discussed in this CD&A under the caption "Stock Ownership Guidelines."

The Company's executive compensation program is designed to reward the achievement of initiatives regarding growth, productivity and people, including:

setting, implementing and communicating strategies, goals and objectives to ensure that the Company grows revenue and earnings at rates that are comparable to or greater than those of our peers and that create value for our stockholders,

motivating and exhibiting leadership that aligns the interests of our employees with those of our stockholders,

developing a grasp of the competitive environment and taking steps to position the Company for growth and as a competitive force in the industry,

constantly renewing the Company's business model and seeking strategic opportunities that benefit the Company and its stockholders, and

implementing a discipline of compliance and focusing on the highest standards of professional conduct.

PROCESS OF SETTING COMPENSATION

Benchmarking Against a Peer Group

The Compensation Committee engaged Meridian to perform a competitive market assessment for the NEOs to evaluate base salary, target annual incentives, target total cash compensation, long-term incentives and total direct compensation.

The assessment involved the use of a peer group, as noted below, consisting of 14 transportation and logistics companies in the national marketplace. This peer group was updated in 2017 to further include companies of comparable size, complexity of operations, or similar customer base. These companies represent both business competition and the most relevant labor market for our executives.

CH Robinson Worldwide, Inc.	CSX Corporation	Expeditors Int'l of Washington, Inc.
Hub Group, Inc.	Kansas City Southern	Knight-Swift Transportation Holdings, Inc.
Norfolk Southern Corporation	Old Dominion Freight Line, Inc.	Republic Services Inc.
Ryder System, Inc.	Schneider National Inc.	Stericycle Inc.
Waste Management Inc.	XPO Logistics Inc.	

For 2018, Swift Transportation Company was replaced by Knight-Swift Transportation Holdings, Inc. as a result of a corporate merger. No other changes were made to the peer group in 2018.

Compensation Analysis Tools

In addition to the competitive compensation survey information for each officer that was compiled, the Compensation Committee also reviewed historical executive compensation. The Compensation Committee anticipates that pertinent compensation information will continue to be developed and enhanced to allow the Committee to perform the most relevant analyses practicable.

Our objective for total executive compensation is to target a competitive range around the 50th percentile of the peer group. We believe that a sizeable portion of overall compensation should be at risk and tied to stockholder value. Historically, our bonuses have been tied to operating income, earnings before taxes (EBT), revenue, earnings per share (EPS), or other identified metrics. As these items increase, so do executive bonuses. Long-term incentives are used as tools to reward executives for current and future performance, to encourage an executive to remain with the Company and to align the executive's interests with those of our stockholders. As part of our long-term incentive strategy, executives are expected to maintain stock ownership values as a multiple of their base salaries. Long-term incentives for NEOs are performance-based. While certain components of compensation are directly tied to the Company's reported financial performance, sufficient accounting and operational controls are in place and tested effectively to ensure that the Company's compensation practices and policies, including those for nonexecutives, are not reasonably likely to have a material adverse effect on the Company.

Our Company has a 401(k) plan that assists participants in providing for retirement. The Company contributes to each NEO's account per year based on the NEO's voluntary contribution amount. The equity buildup in unvested equity-based awards and stock owned currently is critical to each executive's ability to adequately provide for his or her retirement. As previously mentioned and explained in detail later, we have a Company stock ownership policy for our executives, but we do not have a "hold until retirement" restriction. We do not believe that such a restriction is prudent for the employee or necessary to protect our Company.

Long-Term Compensation Analyses and Policies

With respect to long-term, equity-based awards, the Company maintains the MIP. The MIP was originally adopted and approved by the Board on March 17, 1989, and an amended and restated MIP was subsequently approved by the stockholders on May 11, 1995. The MIP has been amended and restated since the time of its adoption, and all amendments requiring approval of the stockholders have been approved, with the last approval occurring at our Annual Meeting of Stockholders held in 2017. Currently, there are 44 million shares of common stock authorized for issuance under the MIP, of which approximately 6.3 million shares are available for future equity-based awards.

Performance-based restricted share units, time-vested restricted share units and stock options of the Company may be granted under the MIP in an effort to link future compensation to the long-term financial success of the Company. These equity-based awards are granted to executive officers, including the NEOs, and other key employees and are intended to attract and retain employees, to provide incentives to enhance job performance, and to enable those persons to participate in the long-term success and growth of the Company through an equity interest in the Company.

The Compensation Committee typically grants performance-based restricted share units to the NEOs of the Company. Each grant typically vests ratably over five years based on service and performance conditions. Each portion that vests in a particular year, or each tranche, of performance-based awards is contingent on the Company's attainment of predetermined performance metrics established by the Compensation Committee. Historically, the Compensation Committee has set operating income targets for each tranche of performance-based restricted share units granted to NEOs. Therefore, while an NEO may receive a grant that vests over a period of years, the operating income performance metric must be met for each tranche in order for the NEO to receive the full value of grant.

Failure to meet the operating income metric for any tranche would cause that portion of the total grant to be forfeited by the NEO. The Compensation Committee believes that performance-based restricted share units are currently more effective than stock options in achieving the Company's compensation objectives, as these grants are subject to less market volatility and are less dilutive to stockholders. NEOs realize immediate value as restricted share units vest, with such value increasing as the Company's stock performance increases. Cash dividends are not paid and there are no voting rights on unvested restricted share units.

The Company does not have a formal policy, but has an established practice described below, with respect to the granting of any form of equity compensation. The Company does not have a policy or practice of either timing equity-based compensation grants to current or new executive officers, or timing the release of material, nonpublic information to affect the value of executive compensation. Recommendations for all Section 16 filers, except for the Chairman of the Board and the Chief Executive Officer, are presented to the Compensation Committee by the Chief Executive Officer. The Chairman of the Board recommends to the Compensation Committee the award for the Chief Executive Officer. The Compensation Committee approves or adjusts the award using the above tools for all Section 16 filers, except for the Chairman of the Board and the Chief Executive Officer. The awards for the Chairman of the Board and Chief Executive Officer are recommended by the Compensation Committee and submitted for final approval to the Company's independent Board members. This process occurs during our first-quarter Board and Committee meetings in late January of each year to better coincide with the reporting of annual financial and operating results. We consider this our annual award date. The Compensation Committee does not expect to delegate approval authority to grant awards to management or any subcommittee at this time or in the near future. The grant date is typically set by the Compensation Committee. In 2018, 427,205 annual award grants were made on January 24, the date of the first-quarter Board meeting of 2018. Grants have been made in months other than the annual award dates on a very limited basis. The limited exceptions to this grant-date practice have included, for example, the hiring of a key employee or the promotion of an employee to an executive office.

As stated above, the Company does not have a policy or practice of timing the grant of equity-based awards and the release of material, nonpublic information in a manner that would affect compensation for new or current executive officers, nor has it deliberately or knowingly done so. In the event that material, nonpublic information becomes known to the Compensation Committee, the Company or its employees at a time when such information could affect or otherwise impact the imminent grant of equity-based compensation, management and the Compensation Committee will take the existence of such information under advisement and determine whether to delay the grant of such equity-based compensation to a later date to avoid the appearance of any impropriety.

Deductibility of Compensation and Other Regulatory Considerations

Section 162(m) of the Code places a limit of $1 million on the amount of compensation the Company may deduct for federal income tax purposes in any one year with respect to the Company's Chief Executive Officer, the Chief Financial Officer and the next three most highly compensated executive officers whose compensation is required to be disclosed in the Company's annual Proxy Statement (the Covered Employees). Historically, there has been an exception to this $1 million limitation for performance-based compensation that meets certain requirements, and the Chief Financial Officer has been excluded from the definition of a Covered Employee. Effective January 1, 2018, under the Tax Cuts and Jobs Act, the exception for performance-based compensation was eliminated, and compensation paid to the Chief Financial Officer is now subject to the $1 million deduction limitation. The amendments to Section 162(m) include a grandfather provision for compensation under a written contract in effect on November 2, 2017, that is not materially modified after such date. The Company therefore believes that the performance-based equity awards granted to its named executive officers before November 2, 2017, will continue to be eligible for the performance-based exception provided certain requirements are met.

In reviewing the effectiveness of the Company's compensation program, the Compensation Committee considers the anticipated tax treatment to the Company and to its executives of various payments and benefits. Additionally, the deductibility of certain compensation payments depends upon the timing of an executive's vesting or exercise of previously granted awards, as well as interpretations and changes in the tax laws and other factors beyond the Compensation Committee's control. For these and other reasons, including the need to maintain flexibility in compensating executive officers in a manner designed to promote varying corporate goals, the Compensation Committee will not necessarily, nor in all circumstances, limit executive compensation to that which is deductible under the Code. The Company has not adopted a policy requiring all compensation to be deductible.

The Compensation Committee intends to preserve the deductibility of awards granted before November 2, 2017, to the extent reasonably practicable under the current law. The MIP contains specific language and requirements regarding performance-based awards granted to a Covered Employee intended to be "qualified performance-based compensation" as defined by the Code. These awards shall be based on the attainment of one or more objective performance goals established in writing by the Committee. Performance goals must be based on one or more criteria approved by the MIP (e.g., revenue, operating income, return on assets) and be based on an objective formula or standard. The Committee is currently using approved targeted annual operating income levels as the performance criteria for all outstanding qualified performance-based restricted share awards. Prior to any vesting of an award, the Committee must certify in writing that all of the necessary performance goals have been met.

Base salary, bonuses, non-performance-based restricted share units, and performance-based restricted share units that do not qualify under the grandfather provision of the amended Section 162(m) do not qualify as performance-based compensation under the Code. In 2018, $92,998 and $425,799 in NEO compensation paid to Shelley Simpson and Nicholas Hobbs, respectively, was not deductible by the Company. The Compensation Committee does not expect the changes to Section 162(m) under the Tax Cuts and Jobs Act to materially affect its practice of compensating its executives through performance-based programs.

Derivative Trading, Hedging, Pledging and Trading Plans

The Company has a policy that prohibits directors, officers or employees from engaging in short sales or in transactions involving derivatives based on the Company's common stock, such as option contracts, straddles, collars, hedges and writing puts or calls. In addition, the Company's policy requires that directors and executive officers must obtain authorization from the Board before entering into a trading plan that, under the SEC's Rule 10b5-1, would permit the sale of the Company's stock including at times when the director or executive officer is in the possession of material nonpublic information. In addition, while the Board does not have a formal policy regarding pledging of the Company's common stock, the Board annually reviews any pledges of the Company's common stock by directors and executive officers to assess whether such pledges pose any unnecessary risks to the Company.

Stock Ownership Guidelines

To motivate the Company's officers and senior management to emulate its stockholders, the Company expects its management to own Company stock at levels described in the table shown below.

Stock ownership is defined as stock owned:

directly or indirectly, and/or

through the Company's 401(k) Employee Retirement Plan.

Position	Ownership Multiple of Base Salary
Chief Executive Officer	6 times
Executive Vice Presidents	3.5 times
Senior Vice Presidents	2.75 times
Vice Presidents	2.5 times

The Compensation Committee has determined that as of the most recent annual award date, all of the Company's officers and members of senior management covered by these guidelines had met their ownership goals.

Stock Retention Policy

In addition to the stock ownership guidelines indicated above, the Company requires all shares obtained by an NEO from the vesting or exercise of restricted share units and stock options to be retained until the established ownership levels have been achieved. The Company does not have any other stock retention policy.

Recovery of Awards

The Company does not have a policy, other than required by law, requiring replacement of awards or payments as a result of an officer's illegal transactions or restatements. However, the Compensation Committee has formally adopted and explicitly communicated the "clawback" provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act with regard to annual cash bonus awards paid to the Company's executive officers. With regard to equity-based awards, the MIP gives the Company broad discretion to reduce, cancel, seek to forfeit or recoup any Plan participant's awards upon the breach of any agreement with or obligation to the Company, violation of any Company policy or procedure, or engagement in conduct that is otherwise detrimental to the business or reputation of the Company. Since becoming a public company in 1983, the Company has had no illegal actions by its officers or restatements of financial information.

Summary

The Company intends to continue its practice of compensating its executives through programs that emphasize performance. To that end, executive compensation is tied directly to the performance of the Company and is structured to ensure that, due to the nature of the business and the degree of competitiveness for executive talent, there is an appropriate balance between:

base salary and incentive compensation,

short-term and long-term compensation, and

cash and noncash compensation.

Each is determined and measured by:

competitive compensation data,

financial, operational and strategic goals,

long-term and short-term performance of the Company compared with its peer group, and

individual contribution to the success of the Company.

2018 COMPENSATION

Elements of Compensation

The Company’s primary compensation components are summarized below. Generally, the Company’s compensation program consists of an annual base salary, short-term cash incentive awards, and an annual long-term, equity-based award. Primary benefits for executives include participation in the Company’s 401(k) plan, health, dental and vision plans, and various insurance plans, including disability and life insurance, all of which are available to all employees on a nondiscriminatory basis. The Company provides limited perquisites to executive officers and other key employees as described in more detail on page 50 under the section titled “Other Perquisites.”

Total direct compensation for executive officers, including the NEOs, consists of one or more of the following components:

base salary,

annual performance-based incentive cash bonus awards,

long-term incentive/equity-based compensation,

health and welfare benefits, and

other benefits.

The Compensation Committee, with recommendations from management, works to create what it believes is the best mix of these components in delivering total direct compensation. In determining annual compensation, the Compensation Committee reviews all elements of compensation separately and in the aggregate. These compensation components are comparable to those of the Company’s competitors and peer group.

In its review of executive compensation, and, in particular, in determining the amount and form of incentive awards discussed below, the Compensation Committee generally considers several factors. Among these factors are:

market information with respect to cash and long-term compensation for its peer group,

amounts paid to the executive officer in prior years as salary,

annual bonus and other compensation,

the officer's responsibilities and performance during the calendar year, and

the Company's overall performance during prior calendar years and its future objectives and challenges.

At transportation companies, generally the largest elements of compensation are paid in the form of annual short-term incentives and long-term compensation. Compensation mix and industry profitability vary as the industry faces many risk factors, such as the economy and fuel prices.

Cash compensation for our NEOs varies as the operating income of the Company changes or with the growth of the combination of revenue and EBT, due to the nature of our bonus plans described below. Grants of performance-based restricted share units are typically made annually. Performance-based restricted share units are based on each employee's level of responsibility and are generally computed as a multiple of base salary.

It has been the policy of the Company to put a significant portion of the executive's compensation at risk. This is accomplished by our cash bonus plans, which are directly tied to operating income, revenue and EBT growth and the issuance of performance-based restricted share units. Equity-based awards from the MIP may also vary in vesting from two to 10 years. These awards are subject to forfeiture if the employee leaves the Company. Furthermore, the future vesting of performance-based equity awards is contingent on the Company's attainment of predetermined performance metrics established by the Committee. The Committee and management believe that the proportion of compensation at risk should rise as the employee's level of responsibility increases.

The Compensation Committee has retained Meridian as its compensation consultant. Meridian reports directly to the Compensation Committee and has no other engagements with the Company. In 2017, Meridian prepared a study providing information and an independent analysis of the Company's executive compensation program and practices. The results of this study included observations about the Company's target 2018 executive compensation.

The Compensation Committee does not rely solely on predetermined formulas or a limited set of criteria when it evaluates the individual performances of the NEOs. The Compensation Committee considers actual results against pre-established goals and also bases its compensation decisions for the NEOs on:

leadership,

the execution of business plans,

strategic results,

operating results,

growth in operating income, revenue and EBT, or other identified metrics

size and complexity of the business,

experience,

strengthening of competitive position,

analysis of competitive compensation practices, and

assessment of the Company's performance.

Where possible, the above criteria were compared with the peer group selected as well as the Chief Executive Officer's input for his direct reports and the Chairman of the Board's input for the Chief Executive Officer.

Base Salary

The Compensation Committee believes that competitive levels of cash compensation, together with equity-based and other incentive programs, are necessary for motivating and retaining the Company's executives. Salaries provide executives with a base level of monthly income and help achieve the objectives outlined above by attracting and retaining strong talent. Base salaries are evaluated annually for all executive officers, including the Chief Executive Officer. Generally, base salaries are not directly related to specific measures of corporate performance, but are determined by the relevance of experience, the scope and complexity of the position, current job responsibilities, retention and relative salaries of the peer group members. The Compensation Committee may elect not to increase an executive officer's annual salary, and has so elected in prior years. However, if warranted, the Compensation Committee may increase base salary where an executive officer takes on added responsibilities or is promoted.

In January 2018 and 2019, the Compensation Committee reviewed each NEO's base salary and, after applying the aforementioned guidelines, approved the salary increases listed below.

	2017 Salary	**2018 Salary**	**Increase For 2018**	**2019 Salary**	**Increase For 2019**
John N. Roberts, III	825,000	845,000	2.4%	890,000	5.3%
David G. Mee	485,000	497,125	2.5%	525,000	5.6%
Shelley Simpson	485,000	497,125	2.5%	525,000	5.6%
Nicholas Hobbs	475,000	486,875	2.5%	525,000	7.8%
Terrence D. Matthews	485,000	497,125	2.5%	525,000	5.6%

Annual Bonus Awards

The Company had in place for several years a bonus plan that was tied to EPS. In January 2018, this plan was modified and is now tied to operating income (company plan), because operating income is a better metric to determine operational efficiency and removes uncontrollable effects of change in income tax law. The Compensation Committee has also established a second bonus plan, referred to as the Performance Growth Incentive (PGI) plan, which was tied to year-over-year revenue and earnings before interest and taxes growth. In January 2018, this plan was modified and is now tied to year-over-year revenue and EBT growth. When management presents its budget for the year, the Compensation Committee establishes separate matrices of reported results with corresponding bonus payout levels for each of the cash bonus plans. These forecasted revenue and earnings results are based on customer freight trends, strategies for growth and controlling costs, and corporate strategies to maximize stockholder return. Once presented to the Board, the financial budget and bonus plan matrices remain fixed, though management continually reforecasts expectations based on actual results and on changing facts and assumptions. Changes in uncontrollable factors such as general economic conditions, railroad or port authority service issues, or rapidly fluctuating fuel costs can have a significant impact on the Company's actual financial results. Therefore, as the Company performs against the original budget, the executive's bonus performs against the pre-established matrices.

Annual Bonus Payouts

For 2018, the company plan was based on annual reported operating income and consisted of a single payout to be made in January 2019 based on the full year 2018 operating income matrix approved by the Compensation Committee. The established matrix consisted of operating income ranging from $685 million to $855 million, translating to annual bonus payout percentages ranging from 5% to 55% of an executive's base salary. The 2018 annual bonus payout targets compared with actual reported operating income and actual payout percentages were as follows:

	Operating Income ($) (millions)			Bonus Payout % of Salary		
Period	**Minimum**	**Target**	**Reported** (1)	**Minimum**	**Target**	**Actual** (1)
Annual	685	795	681	5.0	30.0	30.0

Actual earned bonus amounts for each NEO under the company plan are as follows:

	Total Annual ($)
John N. Roberts, III	253,500
David G. Mee	149,138
Shelley Simpson	149,138
Nicholas Hobbs	146,063
Terrence D. Matthews	149,138

For 2018, the PGI bonus plan was based on targeted annual operating revenue, excluding fuel surcharges (net revenue), and EBT growth rates and also utilized a single payout in January 2019, after full year financial results were publicly reported. For 2018, the established PGI matrix consisted of a net revenue growth rate of 15% and EBT growth rates ranging from 20% to 30%. These ranges translate into annual bonus payouts ranging from $634 thousand to $1.1 million for the Chief Executive Officer and $229 thousand to $467 thousand of all other NEOs. The PGI plan is a blended bonus calculation requiring the minimum threshold of both net revenue and EBT to be met before payout occurs. The 2018 annual PGI bonus payout targets compared with actual reported results and actual payouts were as follows:

	Net Revenue / EBT Growth %			Bonus Payout ($) (000's)		
Period	**Minimum**	**Target**	**Reported** [(1)]	**Minimum**	**Target**	**Actual** [(1)]
Annual - Chief Executive Officer	15.0 / 20.0	15.0 / 20.0	17.4 / 7.7	634	634	845
Annual - All other NEOs	15.0 / 20.0	15.0 / 20.0	17.4 / 7.7	229	229	342

Actual earned bonus amounts for each NEO under the PGI plan are as follows:

	Total Annual ($)
John N. Roberts, III	845,000
David G. Mee	341,667
Shelley Simpson	341,667
Nicholas Hobbs	341,667
Terrence D. Matthews	341,667

(1)

When calculating the 2018 annual bonus payouts, the Compensation Committee, in its discretion and at the recommendation of management, excluded the effect of certain previously announced infrequent charges incurred in 2018, which related to events originating in prior years. The resolution of those events were not a reflection of 2018 operational performance. The Committee certified that the company plan would pay at the percentage of salary associated with a $795 million operating income and the PGI plan would pay the bonus associated with 15% net revenue and 25% EBT growth. The Compensation Committee used similar discretion in January 2018 when calculating the 2017 annual bonus payouts, by excluding the benefit to EPS of the Company's adjustments to its deferred tax balances for the change in future tax rates prescribed by the Tax Cuts and Jobs Act enacted during the fourth quarter of 2017, using a similar rationale that the benefit to 2017 EPS was not a true reflection of 2017 operational performance. As a result, no 2017 bonus payout was made under the company plan, which was based on EPS at that time.

Long-Term, Equity-Based Award

Each executive is eligible to receive a long-term incentive award of performance-based restricted share units. Performance-based restricted share units are intended to help achieve the objectives of the compensation program, including the retention of high-performing and experienced talent, a career orientation and strong alignment with stockholders' interests. The performance-based restricted share units are awarded and settled from shares reserved for issuance under the MIP. The Compensation Committee approves or adjusts the award based on the above criteria for all Section 16 filers who are employees of the Company. The awards for the Company's Chairman of the Board and Chief Executive Officer are presented for final approval to the Company's independent Board members. The Compensation Committee believes that performance-based restricted share units must be sufficient in size to provide a strong, long-term performance and retention incentive for executives and to increase their vested interest in the Company. Performance-based restricted share units are used as long-term incentives because they are less dilutive to shares outstanding and to profits. Performance-based restricted share units generally vest from two to 10 years.

In determining the number of performance-based restricted share unit grants for each NEO, the Compensation Committee reviewed peer market data provided by Meridian and a detailed analysis of each NEO's vested and unvested stock holdings. In considering unvested stock holdings, the Committee reviewed a forecast of the timing of potential future restricted stock unit vesting for each NEO over the next 10 years.

The Compensation Committee subjectively considered the following objectives (without any particular weighting) when determining the form and amount of performance-based restricted share units granted to NEOs in 2018:

align NEOs' long-term interests with those of the Company's stockholders,

strengthen retention hooks for NEOs over the long term,

ensure competitiveness of NEOs' total compensation opportunity through an emphasis on performance-based long-term stock compensation,

reinforce share holdings of NEOs,

align NEOs' compensation with the Company's long-term leadership succession planning initiatives, and

bolster the continuity of the entire management team through an upcoming period of critical strategic goals and milestones for the Company.

For 2018, the Compensation Committee and/or independent directors approved the following performance-based restricted share unit grants to the NEOs:

	Units (#)	**Fair Value ($)**
John N. Roberts, III	39,793	4,877,428
David G. Mee	14,247	1,746,255

Shelley Simpson	14,247	1,746,255
Nicholas Hobbs	14,247	1,746,255
Terrence D. Matthews	14,247	1,746,255

The fair value of the awards was based on a 2.5% discount from the Company's closing stock price of $125.65 on January 24, 2018. The discount represents the present value of expected dividends to be paid on the Company's common stock, using the current dividend rate and the risk-free interest rate, over the vesting period. The Company believes that this discount is appropriate to value the performance-based restricted share units, as the units do not collect or accrue dividends until the awards vest and are settled with Company stock.

The 2018 NEO awards shown above are performance-based restricted share units. These grants vest (in annual increments over a four-year period), beginning January 31, 2019, upon the Company's attainment of predetermined operating metrics established and approved by the Compensation Committee. The Compensation Committee acknowledges that the separate components of total direct compensation are not always in the 50th percentile of their respective peer groups, as determined earlier, but it believes that its mix of current and long-term compensation is more appropriate to align the NEO's compensation with the stockholders' interests in both the near and longer term.

The Committee also reviewed its compensation strategy in general and specific components of total direct compensation and determined that none of the Company's compensation programs, individually or as a whole, would create risks that are reasonably likely to have a material adverse effect on the Company. The Committee presented its review and conclusion to the entire Board.

Deferred Compensation

The Company administers a Deferred Compensation Plan for certain of its officers. The employee participant may elect on an annual basis to defer part of his or her salary and/or annual bonus awards. This plan assists key employees in planning for retirement. The Company contributes nothing to the plan, and participants are not permitted to defer shares of Company stock.

Health and Welfare Benefits

The Company provides benefits such as medical, vision, life insurance, long-term disability coverage, and 401(k) plan opportunities to all eligible employees, including the NEOs. The Company provides up to $750,000 in life insurance coverage and up to $10,000 per month in long-term disability coverage. The value of these benefits is not required to be included in the Summary Compensation Table since they are available to all employees on a nondiscriminatory basis. The Company matches certain employee contributions to the 401(k) plan. The Company provides no postretirement medical or supplemental retirement benefits to its employees.

The Company also provides vacation, sick leave and other paid holidays to employees, including the NEOs, that are comparable to those provided at other transportation companies. The Company's commitment to provide employee benefits is due to our recognition that the health and well-being of our employees contributes directly to a productive and successful work life that produces better results for the Company and for its employees.

Personal Benefits

The Company provides certain perquisites to management employees, including the NEOs, as summarized below.

Company Aircraft

The Company actively participates in shared ownership of aircraft services with NetJets. With the approval of the Chief Executive Officer, the NEOs and other management employees use Company aircraft services for business purposes. Personal use of Company aircraft services is provided to executive officers on a very limited basis and to other management employees in the event of emergency or other urgent situations.

Company Vehicles

The Company does not provide Company-owned cars to executives.