

MARTEN TRANSPORT LTD  
Form 8-K  
May 10, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported):

**May 4, 2006**

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**MARTEN TRANSPORT, LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-15010**  
(Commission File Number)

**39-1140809**  
(I.R.S. Employer  
Identification Number)

**129 Marten Street**  
**Mondovi, Wisconsin**  
(Address of principal executive offices)

**54755**  
(Zip Code)

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(715) 926-4216

(Registrant's telephone number, including area code)

**Not applicable.**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On May 4, 2006, Marten Transport, Ltd. s (the Company s ) Compensation Committee approved a 10% increase to the base salary, retroactive to April 1, 2006, for the Company s named executive officers (defined in Regulation S-K Item 402(a)(3)), except for James J. Hinnendael, the Company s Chief Financial Officer. Effective April 1, 2006, the named executive officers are scheduled to receive the following annual base salaries in their current positions:

Name and Current Position	Base Salary
Randolph L. Marten (Chairman, President and Chief Executive Officer)	\$ 440,000
James J. Hinnendael (Chief Financial Officer)	\$ 175,000
Robert G. Smith (Chief Operating Officer)	\$ 221,753
Timothy P. Nash (Executive Vice President of Sales and Marketing)	\$ 221,753
Donald J. Hinson (Vice President of Operations)	\$ 175,049

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable.

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	Named Executive Officers Compensation Summary

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MARTEN TRANSPORT, LTD.**

Dated: May 10, 2006

By                    /s/ James J. Hinnendael  
                         James J. Hinnendael  
                         Its: Chief Financial Officer

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**INDEX TO EXHIBITS**

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