

MARTEN TRANSPORT LTD  
 Form 4  
 March 02, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KOHL TIMOTHY M**

2. Issuer Name and Ticker or Trading Symbol  
**MARTEN TRANSPORT LTD  
 [MRTN]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**129 MARTEN STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**President**

**MONDOVI, WI 54755**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	03/01/2016		A	(1)	6,423	A	\$ 0
Common Stock	03/01/2016		F	D	1,558	D	\$ 16.55
							88,621.81 (2) D
							87,063.81 (2) D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Nature of Derivative Security.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for KOHL TIMOTHY M, 129 MARTEN STREET, MONDOVI, WI 54755, President.

Signatures

/s/ James J. Hinnendael, attorney-in-fact, 03/02/2016
\*\*Signature of Reporting Person Date

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
(1) Included 4,584 shares that the reporting person has deferred under the Issuer's deferred compensation plan.
Includes: (i) 1,680 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2019; (ii) 1,305 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2018, (iii) 1,305 shares granted under (2) a Performance Unit Award Agreement that vest on 12/31/2016 through 12/31/2017, (iv) 637 shares granted under a Performance Unit Award Agreement that vest on 12/31/2016 and (v) 21,364.81 shares that the reporting person has deferred under the Issuer's deferred compensation plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.