

MATTHEWS TERRENCE D
 Form 4
 June 08, 2012

FORM 4

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

OMB APPROVAL

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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 *
 MATTHEWS TERRENCE D

2. Issuer Name and Ticker or Trading Symbol
 HUNT J B TRANSPORT SERVICES INC [JBHT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 615 J.B. HUNT CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2012

____ Director
 ____ Officer (give title below) Other (specify below)
 EVP, Marketing

LOWELL, AR 72745

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

(City) (State) (Zip)

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/07/2012 | | M | 1,000 | A \$ 5.61 | 56,284 | D |
| Common Stock | 06/07/2012 | | M | 8,896 | A \$ 7.08 | 65,180 | D |
| Common Stock | 06/07/2012 | | S | 9,896 | D \$ 55.537 | 55,284 | D |
| Common Stock | | | | | | 1,620 | I By Spouse |
| Common Stock (k) | | | | | | 110,617 | D |

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Common Stock (k) 9,097 I By Spouse

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Right to Buy Stock Option | \$ 5.61 | 06/07/2012 | | M | 1,000 | 06/01/2003 08/05/2013 | Common Stock | 1,000 |
| Right to Buy Stock Option | \$ 7.08 | 06/07/2012 | | M | 8,896 | 06/01/2004 10/24/2013 | Common Stock | 8,896 |
| Restricted Stock | \$ 0 ⁽¹⁾ | | | | | 07/15/2011 08/15/2015 | Common Stock | 24,390 |
| Restricted Stock | \$ 0 ⁽¹⁾ | | | | | 07/15/2012 08/15/2015 | Common Stock | 14,000 |
| Restricted Stock | \$ 0 | | | | | 07/15/2012 08/15/2022 | Common Stock | 30,000 |
| Restricted Stock | \$ 0 ⁽²⁾ | | | | | 07/15/2015 08/15/2015 | Common Stock | 17,000 |
| Restricted Stock | \$ 0 ⁽³⁾ | | | | | 07/15/2009 08/15/2013 | Common Stock | 8,000 |
| Restricted Stock | \$ 0 ⁽³⁾ | | | | | 07/15/2010 08/15/2014 | Common Stock | 9,600 |
| Right to Buy Stock Option | \$ 12.2 | | | | | 06/01/2009 10/23/2014 | Common Stock | 16,000 |
| | \$ 20.365 | | | | | 06/01/2013 10/21/2015 | | 40,000 |

Right to
Buy Stock
Option

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------|
| | Director | 10% Owner | Officer | Other |
| MATTHEWS TERRENCE D 615 J.B. HUNT CORPORATE DRIVE LOWELL, AR 72745 | | | | EVP, Marketing |

Signatures

/s/ Debbie Willbanks, Attorney-in-Fact for Mr.
Matthews

06/08/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Restricted Stock Award, approved by the Company's Compensation Committee, vests over a five-year period. There is no purchase price required by the recipient in connection with the award. Termination of the recipient's employment with the Company for any reason other than death or disability shall result in forfeiture of the award on the date of termination.

(2) The Restricted Stock award, approved by the Company's Compensation Committee, vests over an eight-year period. There is no purchase price required by the recipient in connection with this award. Termination of the recipient's employment for any reason other than death or disability shall result in forfeiture of the award on the date of termination.

(3) The Restricted Stock Award, approved by the Company's Compensation Committee and Board of Directors vests over a five-year period. There is no purchase price required by the recipient in connection with this award. Termination of the recipient's employment with the Company for any reason other than death or disability shall result in forfeiture of the award on the date of termination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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