

COVENANT TRANSPORTATION GROUP INC
 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 *
CRIBBS RICHARD B

2. Issuer Name and Ticker or Trading Symbol
COVENANT TRANSPORTATION GROUP INC [CVTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
400 BIRMINGHAM HIGHWAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/29/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP AND CFO

CHATTANOOGA, TN 37419
 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	02/29/2016		M		2,500 A \$ 12.79	57,821	D
Class A Common Stock	02/29/2016		S ⁽¹⁾		2,500 (1) D \$ 21.9443	55,321	D
Class A Common Stock	02/29/2016		F ⁽²⁾		1,494 (2) D \$ 22.16	53,827	D
Class A Common						7,878 ⁽³⁾	I 401(k)

Stock

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

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(9-02)

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right-to-Buy)	\$ 12.79	02/29/2016		M	2,500	05/23/2009 ⁽⁴⁾ 05/23/2016	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRIBBS RICHARD B
400 BIRMINGHAM HIGHWAY
CHATTANOOGA, TN 37419

EVP AND CFO

Signatures

/s/ Richard B. Cribbs, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC.

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) Exercise and sale pursuant to broker-assisted cashless exercise.

(2) Represents the number of shares deemed withheld to satisfy tax withholding obligations upon vesting of restricted stock granted to the reporting person.

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- The number of shares beneficially owned is equal to the reporting person's February 29, 2016, account balance in the employer stock fund
- (3) under the issuer's 401(k) plan, divided by the closing price on February 29, 2016. The plan is unitized and as such does not itself allocate a specific number of shares to each participant.
 - (4) The option to purchase 2,500 shares of Class A common stock was exercisable between May 23, 2007 and May 23, 2009, at the rate of one-third per year.

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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