#### MATTHEWS TERRENCE D

Form 4/A May 18, 2010

### FORM 4

### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005

Form 4 or Form 5 obligations SECURITIES

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

Common

Stock (k)

(Print or Type Responses)

1. Name and MATTHE						. Relationship of Reporting Person(s) to ssuer  (Check all applicable)					
(Last) (First) (Middle) 615 J.B. HUNT CORPORATE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/13/2010					Director 10% Owner Officer (give titleX Other (specify below)  EVP, Marketing			
LOWELL,	Filed(Month/Day/Year)  05/17/2010					. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person  Form filed by More than One Reporting erson					
(City)	(State)	(Zip)	Tak	ole I - Non-D	Perivative	Secur	rities Acqui	red, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)  Common Stock (k) Common Stock	2. Transaction Date (Month/Day/Year) 05/13/2010		Date, if	Transaction Code (Instr. 8)		ed of (		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 106,914	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  D	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock								1,620	I	By Spouse	

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

By

Spouse

8,868

Ι

### Edgar Filing: MATTHEWS TERRENCE D - Form 4/A

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 8. I Der Sec (In:

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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 0 (2)					07/15/2011	08/15/2015	Common Stock	15,000
Restricted Stock	\$ 0 (2)					07/15/2012	08/15/2015	Common Stock	14,000
Restricted Stock	\$ 0 (3)					07/15/2015	08/15/2015	Common Stock	17,000
Restricted Stock	\$ 0 (4)					07/15/2009	08/15/2013	Common Stock	16,000
Restricted Stock	\$ 0 (4)					07/15/2010	08/15/2014	Common Stock	16,000
Right to Buy Stock Option	\$ 5.61					06/01/2003	08/05/2013	Common Stock	36,000
Right to Buy Stock Option	\$ 7.08					06/01/2004	10/24/2013	Common Stock	26,672
Right to Buy Stock Option	\$ 12.2					06/01/2009	10/23/2014	Common Stock	40,000
Right to Buy Stock Option	\$ 20.365					06/01/2013	10/21/2015	Common Stock	40,000

## **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

05/18/2010

\*\*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) Correction of actual shares received via Interfund Transfer
- 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.
- The Restricted Stock award, approved by the Company's Compensation Committee, vests over an eight-year period. There is no purchase (3) 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.
  - The Restricted Stock Award, approved by the Company's Compensation Committee and Board of Directors vests over a five-year period.
- (4) 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. 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.

Reporting Owners 3