

MARTEN TRANSPORT LTD  
Form DEFA14A  
April 25, 2005

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

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**MARTEN TRANSPORT, LTD.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

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At our 2005 Annual Meeting, which is scheduled for May 3, 2005, our stockholders will be asked to approve our 2005 Stock Incentive Plan. On April 22, 2005, our board of directors approved amendments to the plan to the effect set forth below. These amendments will become effective upon, and subject to, the approval by our stockholders at the 2005 Annual Meeting of our 2005 Stock Incentive Plan.

The maximum number of shares available for issuance under the plan will be decreased from 2,400,000 shares to 1,900,000 shares of common stock.

No more than an aggregate of 500,000 shares of common stock may be issued pursuant to incentive awards other than options and stock appreciation rights.

Any incentive award other than an option or stock appreciation right will not vest or become payable over a period of less than three (3) years from the date of grant.