MARTEN TRANSPORT LTD Form 8-K May 10, 2006

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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# FORM 8-K

## **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 4, 2006

# MARTEN TRANSPORT, LTD.

(Exact name of registrant as specified in its charter)

**Delaware** (State or other jurisdiction of incorporation)

**0-15010** (Commission File Number)

**39-1140809** (I.R.S. Employer Identification Number)

129 Marten Street Mondovi, Wisconsin (Address of principal executive offices)

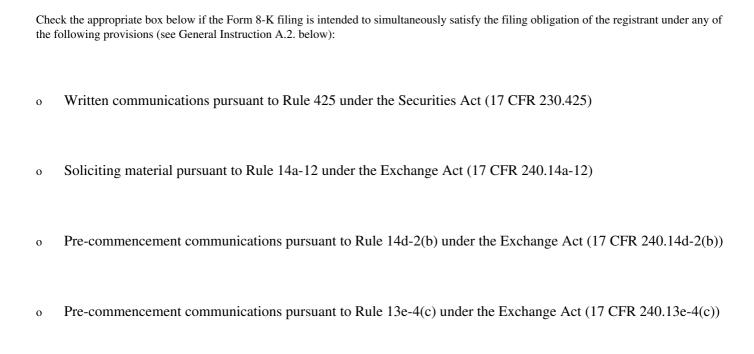
**54755** (Zip Code)

(715) 926-4216

(Registrant s telephone number, including area code)

#### Not applicable.

(Former name or former address, if changed since last report)



## Item 1.01. Entry into a Material Definitive Agreement.

On May 4, 2006, Marten Transport, Ltd. s (the Company s) Compensation Committee approved a 10% increase to the base salary, retroactive to April 1, 2006, for the Company s named executive officers (defined in Regulation S-K Item 402(a)(3)), except for James J. Hinnendael, the Company s Chief Financial Officer. Effective April 1, 2006, the named executive officers are scheduled to receive the following annual base salaries in their current positions:

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Name and Current Position	Ba	Base Salary	
Randolph L. Marten (Chairman, President and Chief Executive Officer)	\$	440,000	
James J. Hinnendael (Chief Financial Officer)	\$	175,000	
Robert G. Smith (Chief Operating Officer)	\$	221,753	
Timothy P. Nash (Executive Vice President of Sales and Marketing)	\$	221,753	
Donald J. Hinson (Vice President of Operations)	\$	175,049	

Item 9.01. Financial Statements and Exhibits.
(a) <u>Financial Statements of Businesses Acquired.</u>
Not Applicable.
(b) Pro Forma Financial Information.
Not Applicable.
(c) <u>Exhibits</u> .
Exhibit No. Description
10.1 Named Executive Officers Compensation Summary
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## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

## MARTEN TRANSPORT, LTD.

Dated: May 10, 2006 By /s/ James J. Hinnendael

James J. Hinnendael Its: Chief Financial Officer

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## INDEX TO EXHIBITS

Exhibit No.

10.1 Named Executive Officers Compensation Summary.

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