

MARTEN TRANSPORT LTD  
Form 8-K  
July 22, 2004

**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**

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Date of Report (Date of earliest event reported):

**July 21, 2004**

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**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)

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(715) 926-4216

(Registrant's telephone number, including area code)

**Not applicable.**

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

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**Item 7. Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable.

(c) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated July 21, 2004 (included herewith).

**Item 12. Results of Operations and Financial Condition.**

On July 21, 2004, the Company issued a press release announcing financial results for the quarter ended June 30, 2004. Attached hereto as Exhibit 99.1 is a copy of the Company's press release dated July 21, 2004 announcing the Company's financial results for this period.

The information contained in this report and the exhibit hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**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: July 22, 2004

By */s/* Frank J. Foster  
Franklin J. Foster  
Its: Vice President of Finance

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**INDEX TO EXHIBITS**

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