

MARTEN TRANSPORT LTD
Form SC 13G/A
February 14, 2005

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

MARTEN TRANSPORT, LTD.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

573075 10 8

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 573075 10 8

SCHEDULE 13G/A

- | | | |
|-----|---|-----------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) | |
| | Randolph L. Marten | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization | |
| | United States | |
| 5. | Sole Voting Power | 3,421,105 |
| 6. | Shared Voting Power | 0 |
| 7. | Sole Dispositive Power | 3,421,105 |
| 8. | Shared Dispositive Power | 0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 3,421,105 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| | Not Applicable | |
| 11. | Percent of Class Represented by Amount in Row (9) | |
| | 24.0% | |
| 12. | Type of Reporting Person (See Instructions) | |
| | IN | |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

- (a) Name of Issuer
The name of the issuer is Marten Transport, Ltd.
- (b) Address of Issuer's Principal Executive Offices
The address of the principal executive offices of Marten Transport, Ltd. is 129 Marten Street, Mondovi, Wisconsin 54755.

Item 2.

- (a) Name of Person Filing
This Amendment No. 3 to Schedule 13G is being filed on behalf of Randolph L. Marten.
- (b) Address of Principal Business Office or, if none, Residence
The address of Mr. Marten's principal place of business is 129 Marten Street

Mondovi, Wisconsin 54755.
- (c) Citizenship
Mr. Marten is a United States citizen.
- (d) Title of Class of Securities
The class of equity securities to which this Amendment No. 3 to Schedule 13G relates is the common stock, par value \$0.01 per share, of Marten Transport Ltd.
- (e) CUSIP Number
The CUSIP number of the common stock is 573075 10 8.

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Randolph L Marten's beneficial ownership consists of: 3,421,105 shares of Marten Transport common stock.

(b) Percent of class:

Percent of class: 24.0%. The foregoing percentage is calculated based on the 14,280,514 shares of common stock reported to be outstanding by Marten Transport on its most recently filed quarterly report on Form 10-Q for the quarter ended September 30, 2004.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

3,421,105

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

3,421,105

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

Not Applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2005
Date

/s/ Randolph L. Marten
Signature

Randolph L. Marten
Name/Title