Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer					
1 Issuer's name 2 Issuer's employer identification numb	er (EIN)				
Marten Transport, Ltd. 39-1140809 3 Name of contact for additional information 4 Telephone No. of contact 5 Email address of contact					
3 Name of contact for additional information 4 Telephone No. of contact 5 Email address of contact					
James J. Hinnendael (715) 926-4216 ext. 2171 jjh@marten.com					
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and Zip code	of contact				
129 Marten Street Mondovi, WI 54755					
8 Date of action 9 Classification and description					
June 14, 2013 Three-for-two stock split effected in the form of a stock dividend payable					
10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s)					
NADTAL .					
573075108 - MRTN - Organizational Action Attach additional statements if needed. See back of form for additional questions.					
Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for					
the action ► On May 13, 2013, Marten Transport, Ltd. declared a three-for-two stock split effected in the form of a stock dividend					
payable on June 14, 2013 to common stockholders of record on May 28, 2013. With the three-for-two stock split, each stockholder record on May 28, 2013.					
one additional share for every two shares that he or she held as of May 28, 2013. As a result, the number of issued shares is increase					
by 50%, and the price at which the stock trades is expected to be reduced by one third.					
					
15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment	per				
share or as a percentage of old basis ► The Company has been advised that, under current law, for United States federal income tax					
purposes, (1) the receipt of additional shares of Common Stock as a result of this stock split will not result in any current recognition of					
taxable income, gain or loss to stockholders, (2) immediately after the stock split, the tax basis of the shares of Common Stock owner	l by a				
stockholder prior to the stock split will be divided equally between such original shares and the new shares issued with respect to the					
original shares, and (3) the new shares will be deemed to have been acquired at the same time as the original shares with respect to v	hich				
the new shares were issued. There will be no U.S. taxable income to U.S. resident stockholders as a result of this stock split. The tax	Table 1 Care Care				
of shares prior to the stock split will be divided equally between those shares and the additional shares received as a result of the sto					
For example, a stockholder who owned 100 shares of Common Stock before the split with a tax basis of \$22.50 per share will own 150 shares					
of Common Stock with a tax basis of \$15.00 per share after the split.					
16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the	а				
valuation dates ► See the answer to question 15 above.					

Part		Organizational Action (continued)	
		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ al Revenue Code of 1986, as amended.	Sections 305(a) and 307(a)
		Section 1	
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		y resulting loss be recognized? ► The receipt of additional shares of Common Stock as a result of the recognition of taxable income, gain or loss to stockholders.	is stock split will not result in
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19 P	rovide	any other information necessary to implement the adjustment, such as the reportable tax year ▶ N/A	
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Sign	belief	or penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and fit is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer	r has any knowledge.
Here	Signa	ature ▶ Date ▶ 6/11	119
		your name ➤ James J. Hinnendael Title ➤ CFO	
Paid		Preparer's signature Date C	heck if PTIN
Prepa Use C		Firm's name ▶ Fi	irm's EIN ▶
026 C	ZIIIY		hone no.
Send Fo	orm 89	337 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogder	n, UT 84201-0054