

PAM TRANSPORTATION SERVICES INC

Form DEF 14A

April 26, 2007

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

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

P.A.M. TRANSPORTATION SERVICES, INC.

(Name of Registrant as Specified In Its Charter)

Not Applicable

(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:

- o Fee paid previously with preliminary materials.
- o 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:

---

**Table of Contents**

**P.A.M. Transportation Services, Inc.  
297 West Henri DeTonti Boulevard  
Tontitown, Arkansas 72770**

**Notice of Annual Meeting of Stockholders  
To Be Held on May 24, 2007**

To our Stockholders:

The 2007 annual meeting of stockholders of P.A.M. Transportation Services, Inc., a Delaware corporation, will be held at The Ritz-Carlton, Naples, 280 Vanderbilt Beach Road, Naples, Florida 34108, on Thursday, May 24, 2007 at 9:00 a.m. local time. The meeting is being held for the purpose of considering and voting on the following matters:

1. Electing eight directors to serve until the next annual meeting of stockholders and until their successors have been elected and qualified.
2. Such other business as may properly come before the meeting or any adjournment or postponement of the meeting.

All stockholders of record as of the close of business on April 9, 2007 will be entitled to notice of and to vote at the meeting or any adjournment or postponement of the meeting.

By Order of the Board of Directors

Robert W. Weaver  
*President and Chief Executive Officer*

April 27, 2007

**YOUR VOTE IS IMPORTANT**

**Whether or not you plan to attend the meeting in person, you are urged to promptly submit your proxy so that your shares may be voted in accordance with your wishes and the presence of a quorum may be assured. Your prompt action will help us reduce the expense of proxy solicitation.**

---

**P.A.M. Transportation Services, Inc.**

**Proxy Statement**

**For the Annual Meeting of Stockholders  
To Be Held on May 24, 2007**

**Table Of Contents**

	<b>Page</b>
<u>Proxy Statement</u>	1
<u>Information About the Annual Meeting and Voting</u>	1
<u>Election of Directors</u>	2
<u>Corporate Governance</u>	4
<u>Audit Committee Report</u>	7
<u>Compensation Committee Report</u>	8
<u>Executive Compensation</u>	9
<u>Security Ownership of Certain Beneficial Owners and Management</u>	18
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	19
<u>Independent Public Accountants</u>	19
<u>Transactions with Related Persons</u>	20
<u>Annual Report to Stockholders and Report on Form 10-K</u>	21
<u>Stockholder Proposals</u>	21
<u>Other Matters</u>	21

**Table of Contents**

**P.A.M. Transportation Services, Inc.**

**Annual Meeting of Stockholders  
May 24, 2007**

**Proxy Statement**

This proxy statement and form of proxy are furnished in connection with the solicitation of proxies on behalf of our Board of Directors for use at our annual meeting of stockholders to be held at The Ritz-Carlton, Naples, 280 Vanderbilt Beach Road, Naples, Florida 34108, at 9:00 a.m., local time, on May 24, 2007, and at any or all adjournments or postponements of the meeting. The address of our principal executive offices is 297 West Henri DeTonti Boulevard, Tontitown, Arkansas 72770 and our telephone number is (479) 361-9111. This proxy statement and form of proxy are being mailed to stockholders on or about April 27, 2007.

**Information About the Annual Meeting and Voting**

**What is the purpose of the annual meeting?**

At our annual meeting, stockholders will act upon the matters outlined in the accompanying notice of the meeting, including the election of directors, and consideration of such other business as may properly come before the meeting.

**Who is entitled to vote?**

Only stockholders of record at the close of business on the record date, April 9, 2007, are entitled to receive notice of the annual meeting and to vote their shares at the meeting. Holders of our common stock are entitled to one vote per share.

**What is the difference between a stockholder of record and a street name holder?**

These terms describe how your shares are held. If your shares are registered directly in your name with our transfer agent, Computershare, you are a stockholder of record. If your shares are held in the name of a broker, bank, trust or other nominee as a custodian, you are a street name holder.

**Who can attend the meeting?**

All stockholders as of the record date, or their duly appointed proxies, may attend the meeting.

**What is a proxy?**

A proxy is your legal designation of another person, the proxy, to vote on your behalf. By completing and returning the enclosed proxy card, you are giving the persons appointed as proxies by our Board of Directors the authority to vote your shares as indicated on the proxy card.

**What constitutes a quorum?**

The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of our common stock outstanding and entitled to vote on the record date will constitute a quorum, permitting business to be conducted at the

meeting. As of the record date, 10,307,607 shares of our common stock were outstanding and entitled to vote. Proxies that are received and marked as withholding authority, abstentions, and broker non-votes (where a bank, broker or nominee does not exercise discretionary authority to vote on a matter) will be included in the calculation of the number of shares considered to be represented at the meeting.

---

## **Table of Contents**

### **How do I vote?**

You may vote by mail or follow the alternative voting procedures described on the accompanying proxy card. If you complete, sign and return the proxy card, it will be voted as you direct. If no choice is specified on a signed proxy card, the persons named as proxies will vote (1) in favor of the election of all of the nominees for director and (2) in the discretion of the persons named as proxies as to all other matters that may be properly presented at the annual meeting.

If the shares you own are held in street name, your broker, bank or other nominee, as the record holder of your shares, is required to vote your shares according to your instructions. Your broker, bank or other nominee is required to send you directions on how to vote those shares. If you do not give instructions to your broker, bank or other nominee, it will still be able to vote your shares with respect to certain discretionary items, but will not be allowed to vote your shares with respect to certain non-discretionary items. In the case of non-discretionary items, the shares that do not receive voting instructions will be treated as broker non-votes.

If, as of the record date, you are a stockholder of record and you attend the meeting, you may vote in person at the meeting.

### **Can I change my proxy after I return my proxy card?**

Yes. Any proxy may be revoked by a stockholder at any time before it is exercised at the annual meeting by delivering to our Secretary a written notice of revocation or a duly executed proxy bearing a later date, or by voting in person at the meeting.

### **What is the vote required to elect directors?**

The affirmative vote of the holders of shares of our common stock representing a plurality of the shares of our common stock voting on the matter is required for the election of directors. Votes withheld and broker non-votes are not counted toward a nominee's total.

### **Are there other matters to be voted on at the meeting?**

As of the date of this proxy statement, our Board of Directors does not know of any matters which may come before the meeting, other than the election of directors described in this proxy statement. Should any other matter requiring a vote of the shareholders arise and be properly presented at the annual meeting, the proxy included with this proxy statement confers upon the persons named in the proxy and designated to vote the shares, discretionary authority to vote or otherwise act with respect to any such matter in accordance with their best judgment.

### **Who pays for this proxy solicitation?**

All costs of soliciting proxies will be paid by us. Our directors, officers, and other employees may, without compensation other than their regular compensation, solicit proxies by further mailing or personal conversation, or by telephone, facsimile or electronic means. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their out-of-pocket expenses for forwarding soliciting material to the beneficial owners of our common stock.

**Our Board of Directors encourages stockholders to attend the annual meeting. Whether or not you plan to attend, you are urged to promptly submit your proxy.**



### **Election Of Directors**

Our Board of Directors currently consists of nine directors. Members of our Board are elected annually to serve until the next annual meeting of stockholders or until their successors are elected and qualified. One of our directors, Thomas H. Cooke, has advised us that he will not be available to serve on our Board after the annual meeting. Our Board of Directors has nominated for re-election each of the other eight current members

**Table of Contents**

of our Board. We thank Mr. Cooke for his service on our Board, which began in 2002. Our Board of Directors has passed a resolution, effective as of the time of the election of the directors at the annual meeting, reducing the number of directors that constitutes the full Board from nine directors to eight directors. Information about the following eight individuals who our Board of Directors has nominated for re-election to the Board is set forth below.

*Frederick P. Calderone*, age 56, has served as a Vice President of CenTra, Inc. for the past 17 years. CenTra is a transportation holding company headquartered in Warren, Michigan. Prior to joining CenTra, Mr. Calderone was a partner with Deloitte, Haskins, & Sells, Certified Public Accountants (now Deloitte & Touche LLP). Mr. Calderone is a certified public accountant and an attorney. Mr. Calderone has served as a director of PTSI since May 1998.

*Frank L. Conner*, age 57, has served as Executive Vice President, Finance and Accounting and Chief Financial Officer of FedEx Freight East (formerly American Freightways, Inc.) since February 2001. Mr. Conner previously served as a Director of American Freightways from 1989 to February 2001 and held various positions with American Freightways, including serving as Executive Vice President-Finance and Accounting and Chief Financial Officer from November 1995 to February 2001. Mr. Conner previously served thirteen years with McKesson Service Merchandise in various positions including General Manager and Chief Financial Officer. Mr. Conner served seven years in public accounting with Peat, Marwick & Mitchell prior to joining McKesson. Mr. Conner has served as a director of PTSI since July 2002. Mr. Conner has also served as a member of the Board of Directors of First Federal Bancshares of Arkansas, Inc. since September 2003.

*Christopher L. Ellis*, age 62, retired in 2004 after serving as Senior Vice President and Chief Financial Officer of USF Corporation for 14 years. USF Corporation provided supply chain management services, including less than truckload trucking, logistics, freight forwarding, and truckload trucking. Prior to that he served for six years as Vice President and Chief Financial Officer of TNT North America, which included the business of USF Corporation before it was spun off from TNT North America. Mr. Ellis holds an MBA from The Wharton School of Business at the University of Pennsylvania. Mr. Ellis has served as a director of PTSI since May 2006.

*Manuel J. Moroun*, 79, is the President and Chief Executive Officer of CenTra, Inc., a transportation holding company headquartered in Warren, Michigan. Mr. Moroun has been a principal stockholder and officer of CenTra and its predecessor companies since 1954, and its Chief Executive Officer since 1970. CenTra is one of the largest privately held transportation holding companies in the United States. Mr. Moroun has served as a director of PTSI since May 2002. Mr. Moroun is the father of Matthew T. Moroun, a director of PTSI who has been nominated for re-election at the annual meeting. Mr. Moroun has also served as a member of the Board of Directors of Universal Truckload Services, Inc. since November 2004.

*Matthew T. Moroun*, age 34, has served as Vice Chairman and as a director of CenTra, Inc., a transportation holding company based in Warren, Michigan, since 1993. Since 1996, Mr. Moroun has served as Chairman of insurance holding company, Oakland Financial Corporation, and its subsidiaries, which are based in Sterling Heights, Michigan. Since 1995, Mr. Moroun has served as Chairman of the Board of Durarock Reinsurance, Ltd., a reinsurance company. Mr. Moroun has served as a director of PTSI since May 1992. Mr. Moroun is the son of Manuel J. Moroun, a director of PTSI who has been nominated for reelection at the annual meeting. Mr. Moroun has also served as a member of the Board of Directors of Universal Truckload Services, Inc. since November 2004.

*Daniel C. Sullivan*, age 66, has been a practicing attorney, specializing in transportation law for more than 39 years. Mr. Sullivan has been a principal with the firm of Sullivan, Hincks & Conway, or its predecessor, presently located in Oak Brook, Illinois, since 1972. Mr. Sullivan has served as a director of PTSI since June 1986. Mr. Sullivan has also served as a member of the Board of Directors of Universal Truckload Services, Inc. since November 2004.

*Robert W. Weaver*, age 57, is one of our co-founders. He has over 20 years of experience with our company and has served as our President and Chief Executive Officer since 1990. Mr. Weaver has served as a director of PTSI since 1990.

**Table of Contents**

*Charles F. Wilkins*, age 68, retired in January 1995 after 34 years of employment with Ford Motor Company, and from January 1995 to January 2005 was self-employed as a logistics consultant. He served in various positions with Ford Motor Company in transportation management, including three years of service as Traffic Manager in Europe. Mr. Wilkins retired from the position of Director, Transportation and Traffic Office, in which he had served since 1990. Mr. Wilkins has been a member of the National Motor Carrier Advisory Committee of the Federal Highway Administration and was previously active in the National Industrial Transportation League as Chairman of the Audit Committee and Third Vice Chairman. Mr. Wilkins has served as a director of PTSI since June 1995.

Unless otherwise instructed, the persons named as proxies intend to vote all proxies received for the re-election of the eight director nominees. All of the nominees have indicated their willingness to continue to serve. If any nominee should become unwilling or unavailable to serve, our Board of Directors may select a substitute nominee, and in that event the proxies intend to vote all proxies for the person selected. If a substitute nominee is not selected, the proxies intend to vote for the election of the remaining nominees. Our Board of Directors has no reason to believe that any of the nominees will become unavailable.

**Your Board of Directors recommends that you vote FOR the election of the nominees named above.**

**Corporate Governance**

**Director Independence**

Applicable NASDAQ rules require that a majority of our Board of Directors be independent. In April of 2007, our Board of Directors reviewed the independence of our directors and determined that all of the directors, including those who are nominees for election at the annual meeting, are independent as defined by applicable NASDAQ rules, with the exception of Mr. Weaver. In making this determination, our Board of Directors has concluded that none of the independent directors has a relationship that in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Mr. Weaver is not considered independent because of his employment as our President and Chief Executive Officer.

**Board Meetings**

During 2006, our Board of Directors held three meetings. During 2006, each director attended at least 75% of the total number of meetings of our Board and its committees on which he then served.

**Board Committees**

Our Board of Directors has, and appoints members to, three standing committees: the Audit Committee, the Compensation and Stock Option Committee, and the Executive Committee. The membership of these committees, as of April 1, 2007, was as follows:

<b>Audit Committee</b>	<b>Compensation and Stock Option Committee</b>	<b>Executive Committee</b>
Thomas H. Cooke*	Frank L. Conner	Matthew T. Moroun
Christopher L. Ellis	Thomas H. Cooke	Robert W. Weaver
Charles F. Wilkins	Matthew T. Moroun*	

\* Committee chairman

Each of the members of the Audit Committee and the Compensation and Stock Option Committee is an independent director as defined by applicable NASDAQ rules. Each of these two committees has a charter that has been approved by our Board of Directors and is available on our website, [www.pamt.com](http://www.pamt.com).

**Table of Contents**

**Audit Committee.** The Audit Committee has three members and met four times in 2006. The Audit Committee assists our Board of Directors in overseeing our accounting and financial reporting process, internal controls and audit functions, and is directly responsible for the appointment, retention and compensation of our registered public accounting firm. Our Board of Directors has determined that Mr. Cooke and Mr. Ellis, who are members of the Audit Committee, are each qualified as an audit committee financial expert, as that term is defined in the rules of the Securities and Exchange Commission ( SEC ). Mr. Cooke and Mr. Ellis are independent, as independence for audit committee members is defined in the NASDAQ listing standards and the rules of the SEC. More information about the Audit Committee is included below under the heading Audit Committee Report.

**Compensation and Stock Option Committee.** The Compensation and Stock Option Committee has three members and met one time in 2006. The Compensation and Stock Option Committee assists our Board of Directors in carrying out its responsibilities relating to compensation and benefits for our executive officers. The Compensation and Stock Option Committee's responsibilities and authority include:

reviewing trends in management compensation and the competitiveness of our executive compensation programs;

overseeing development of new compensation plans, and approving or recommending for determination by our Board of Directors revisions of existing plans;

evaluating the performance of our Chief Executive Officer;

determining, or recommending for determination by our Board of Directors, the salaries, bonus and other compensation for our Chief Executive Officer and each of our other executive officers;

reviewing and making recommendations concerning long-term incentive compensation plans, including stock option and other equity-based plans;

to the extent eligible to do so, acting as the committee of our Board of Directors that administers equity-based plans, incentive compensation plans and employee benefit plans; and

reviewing and approving, or recommending to our Board of Directors for approval, compensation packages for new officers and severance arrangements for officers.

If a member of a committee of our Board of Directors is absent from a meeting, our bylaws give Board committees authority to unanimously appoint another member of our Board of Directors to act at the meeting in place of the absent committee member. While the Compensation and Stock Option Committee could use this authority, it has no plans to do so. The Compensation and Stock Option Committee has the authority to retain compensation consultants but does not currently use compensation consultants. Compensation for directors is determined by our Board of Directors.

**Executive Committee.** The Executive Committee exercises the authority of our Board of Directors in accordance with our bylaws between regular meetings of our Board. The Executive Committee did not meet during 2006.

**Director Nominating Process.** Our Board of Directors does not have a nominating committee that nominates candidates for election to our Board of Directors. That function is performed by our Board of Directors. Each member of our Board participates in the consideration of director nominees. Our Board of Directors believes that it can adequately fulfill the functions of a nominating committee without having to appoint an additional committee to

perform that function. Our Board of Directors believes that not having a separate nominating committee saves the administrative expense that would be incurred in maintaining such a committee, and saves time for directors who would serve on a nominating committee if it were established. As there is no nominating committee, we do not have a nominating committee charter.

At least a majority of our independent directors participate in the initial consideration of director nominees. These directors are independent, as independence for nominating committee members is defined in the NASDAQ listing standards. After these independent directors discuss and evaluate potential nominees, they recommend director nominees to the full Board of Directors for selection.

## **Table of Contents**

Our Board of Directors will consider as potential nominees persons recommended by stockholders. Recommendations should be submitted to our Board of Directors in care of our Secretary, Larry J. Goddard, at our principal executive office, 297 West Henri DeTonti Boulevard, Tontitown, Arkansas 72770. Each recommendation should include a personal biography of the suggested nominee, an indication of the background or experience that qualifies the person for consideration, and a statement that the person has agreed to serve if nominated and elected.

Our Board of Directors has used an informal process to identify potential candidates for nomination as directors. Candidates for nomination have been recommended by an executive officer or director, and considered by our Board of Directors. Generally, candidates have been known to one or more of our Board members. Our Board of Directors has not adopted specific minimum qualifications that it believes must be met by a person it recommends for nomination as a director. In evaluating candidates for nomination, our Board of Directors will consider the factors it believes to be appropriate, which would generally include the candidate's independence, personal and professional integrity, business judgment, relevant experience and skills, including those related to transportation services, and potential to be an effective director in conjunction with the rest of our Board of Directors in collectively serving the long-term interests of our stockholders. Although our Board of Directors has the authority to retain a search firm to assist it in identifying director candidates, there has to date been no need to employ a search firm. Our Board of Directors does not evaluate potential nominees for director differently based on whether they are recommended to our Board of Directors by a stockholder.

## **Communications with Directors and Attendance at Annual Meetings**

Stockholders may communicate directly with our Board of Directors as a group, by writing to our Board of Directors, care of the Secretary of PTSI, 297 West Henri DeTonti Boulevard, Tontitown, Arkansas 72770. Our Secretary will review all of the correspondence and regularly forward to our Board of Directors a summary of the correspondence, and copies of all of the correspondence that, in his opinion, deals with the functions of our Board of Directors or any of its committees or that our Secretary otherwise determines requires the attention of our Board of Directors. Directors may at any time review a log of all of the correspondence that is addressed to our Board of Directors, and request copies of any and all of the correspondence.

Our Board of Directors has a policy of encouraging our directors to attend the annual meetings of the stockholders. All of our directors attended last year's annual meeting.

## **Code of Ethics**

We have adopted a written code of ethics that applies to all our directors, officers and employees, including our chief executive officer and our chief financial and accounting officer. We have posted a copy of the code on our website, [www.pamt.com](http://www.pamt.com). In addition, we intend to post on our website all disclosures that are required by law or NASDAQ listing standards concerning any amendments to, or waivers from, any provision of the code.

## **Compensation Committee Interlocks and Insider Participation**

During 2006, Mr. Matthew Moroun served as a member of the Compensation and Stock Option Committee of our Board of Directors for the entire year. Messrs. Calderone, Conner, Cooke and Sullivan each served as a member of the Compensation and Stock Option Committee for part of 2006. Matthew Moroun, a member of the Compensation and Stock Option Committee and the Executive Committee of the Board of Directors, and our largest stockholder, is the controlling stockholder, Vice Chairman and a director of CenTra, Inc., a transportation holding company based in Warren, Michigan. He is also the Chairman and controlling stockholder of Oakland Financial Corporation, an insurance holding company, and its subsidiaries, based in Sterling Heights, Michigan. Our director, Manuel Moroun,



is the President and Chief Executive Officer of CenTra, and controls a trust that is the other major stockholder of CenTra. He is also a stockholder of Oakland Financial Corporation.

**Table of Contents**

During 2006, certain subsidiaries of CenTra paid us a total of \$3,253,884. These payments represent freight transportation charges of \$49,629, maintenance services performed in our maintenance facilities and maintenance charges paid by us to third parties on behalf of the subsidiaries and affiliates of CenTra and charged back at the amount paid of \$3,204,255.

During 2006, we made payments to certain subsidiaries of CenTra and other companies owned or controlled by our directors, Manuel Moroun and Matthew Moroun, in the aggregate amount of \$3,317,676. These payments are described below.

Payments were made to a subsidiary of CenTra in the amount of \$171,895 for real estate leases. Properties leased from the subsidiary include office and maintenance facilities in two states, and trailer drop yards in nine states. The leases are generally month to month leases with automatic monthly renewal provisions.

Property is also leased from an affiliate of CenTra that is used for trailer drop yards. Payments were made to the affiliate in the amount of \$10,850 during 2006 and represent lease payments made in accordance with lease agreements that contain automatic monthly renewal provisions.

Payments in the amount of \$326,342 were made to a subsidiary of CenTra during 2006. These payments were for parts and labor charges incurred to repair our equipment.

Payments in the amount of \$35,443 were made to a subsidiary of CenTra for the transportation of freight.

We made payments to subsidiaries of Oakland Financial Corporation during 2006 in the amount of \$43,498 for insurance premiums paid pursuant to agreements to provide insurance coverage to certain of our independent contractors. Underlying agreements are made directly with the independent contractors. The full amount of these payments to the subsidiaries of Oakland Financial Corporation is recouped by us from the independent contractors.

We purchase physical damage coverage on our tractors and trailers through an unaffiliated insurance broker which is written by a subsidiary of Oakland Financial Corporation. In 2006, we made payments related to these policies in the amount of \$1,821,618, and received \$1,330,642 in payment for claims filed under these policies.

We purchase commercial auto and general liability insurance issued through an unaffiliated insurance company. A subsidiary of Oakland Financial Corporation serves as third-party administrator for this insurance. In 2006, the subsidiary received \$100,000 from the unaffiliated insurance company for handling the claims under this program. Under the commercial auto liability policy, the subsidiary adjusts the claims (which are subject to a \$2,500 deductible) and remits the full amounts of the settlements to the claimants. The subsidiary invoices us for the \$2,500 deductible amount, for which we paid a total of \$908,031 in 2006.

We believe that substantially all of the above transactions were entered into on terms at least as favorable to us as could have been obtained from persons who were not related to us, and each of the transactions was in our best interest. We expect to continue transactions with subsidiaries of CenTra and other companies owned or controlled by our directors, Manuel Moroun and Matthew Moroun, in 2007 that are similar to those described above.

**Audit Committee Report**

Each member of the Audit Committee is independent, as independence for audit committee members is defined in the NASDAQ listing standards and the rules of the SEC. The Audit Committee's primary purpose is to assist the Board of Directors in overseeing:

the accounting and financial reporting process;  
audits of financial statements; and  
internal control and audit functions.

**Table of Contents**

In carrying out its responsibilities, the Audit Committee supervises the relationship between us and our independent auditor, including having direct responsibility for the auditor's appointment, compensation and retention, reviewing the scope of its audit services, and approving audit and permissible non-audit services. The Audit Committee reviews and discusses the annual and quarterly financial statements, and reviews the activities of our internal audit function.

Management is responsible for the preparation, presentation and integrity of our financial statements and for the appropriateness of the accounting principles and reporting policies that are used. Management is also responsible for testing the system of internal controls, and reporting to the Audit Committee on any significant deficiencies that are found.

The Audit Committee discussed with PTSI's independent registered public accounting firm, Grant Thornton LLP (Grant Thornton), who is responsible for expressing an opinion on the conformity of our audited financial statements with generally accepted accounting principles, its judgments as to the quality and the acceptability of our financial reporting and such other matters as are required to be discussed with the Audit Committee under standards of the Public Company Accounting Oversight Board (United States), including the matters required to be discussed pursuant to Statement on Auditing Standards No. 61 (Communications with Audit Committees). The Audit Committee also reviewed with Grant Thornton its opinion on management's assessment included in management's report on internal control over financial reporting, and its opinion on the effectiveness of the company's internal control over financial reporting.

The Audit Committee has discussed with Grant Thornton that firm's independence from management and us, and has received from Grant Thornton the written disclosures and letter required by the Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). The Audit Committee has considered the compatibility of the provision of non-audit services with maintaining Grant Thornton's independence.

In fulfilling its oversight responsibilities, the Audit Committee has reviewed and discussed the audited financial statements in the Annual Report on Form 10-K for the year ended December 31, 2006 with both management and our independent registered public accounting firm. The Audit Committee's review included a discussion of the quality and integrity of the accounting principles, the reasonableness of significant estimates and judgments, and the clarity of disclosures in the financial statements.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2006 for filing with the SEC.

Audit Committee

Thomas H. Cooke  
Christopher L. Ellis  
Charles F. Wilkins

**Compensation Committee Report**

The Compensation and Stock Option Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of SEC Regulation S-K for the year ended December 31, 2006 with management. Based on the review and discussion, the committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement for filing with the SEC.

Compensation and Stock Option Committee

Frank L. Conner  
Thomas H. Cooke  
Matthew T. Moroun

**Table of Contents**

**Executive Compensation**

**Compensation Discussion and Analysis**

*Overview*

Our primary goal for the compensation of our three executive officers, Messrs. Weaver, Lawson and Goddard, is to create long-term value for our stockholders. Our compensation program is intended to attract, motivate, reward and retain the management talent required to achieve our corporate objectives and create long-term value for our stockholders, while at the same time making efficient use of our resources. The compensation of our executive officers is designed to reward financial and operating performance, to align their interests with those of our stockholders, and to encourage them to remain with us.

*Elements of Compensation*

We have three key elements of compensation, annual base salary, cash incentive compensation, and stock options. Annual base salary is intended to attract and retain talented executives, and reward them for annual achievement. Cash incentive compensation is intended to motivate our executive officers to achieve specified financial results or superior performance. Stock options are intended to align the interests of our executive officers with those of our stockholders by linking compensation to stock price appreciation. In addition, when the criteria for vesting of options includes achieving specified financial results, the options also serve the purpose of motivating our executive officers to achieve those results.

*Determining Compensation*

Compensation for our executive officers is primarily based upon the judgment of the Compensation and Stock Option Committee of our Board of Directors. We consider competitive market compensation paid by other companies, including truckload dry van carriers and other trucking companies, but we do not attempt to maintain a specified target percentile within a peer group or otherwise rely on compensation paid by other companies to determine our executive compensation.

In determining compensation for our executive officers we review and evaluate many factors, including:

PTSI's performance and growth;

financial measurements such as revenue, revenue growth, net operating income and operating ratio, and trends in those measurements;

leadership qualities;

ability to achieve strategic objectives;

scope and performance of business responsibilities;

management experience and effectiveness;

individual performance, and performance as a management team;

current compensation arrangements; and

long-term potential to maintain and enhance value for our stockholders.

We generally do not adhere to rigid formulas or react to short-term changes in business performance in determining the amount and mix of compensation elements. We strive to achieve an appropriate mix between annual base salary, cash incentive compensation and stock options to meet our objectives.

*Employment Agreements Include Annual Base Compensation*

We have a multi-year employment agreement with each of our executive officers. The current agreements were entered into with our executive officers on July 26, 2006. We believe that it is useful to have employment agreements because they set forth the terms under which the executive officers are employed,

**Table of Contents**

include annual base salary and severance arrangements, and provide us with one year of protection from competition by our executive officers following termination of their employment with us. The employment agreements also require our executive officers to provide us with three months advance notice if they wish to resign. The annual base compensation for our executive officers set forth in the employment agreements was determined by the Compensation and Stock Option Committee and recommended to, and approved by, our Board of Directors.

*Cash Incentive Compensation*

On May 24, 2006, we adopted the PTSI Executive Incentive Plan, which is a cash incentive plan. Payments to executive officers under the plan are conditioned on the achievement of performance measures that are established by the Compensation and Stock Option Committee. The performance measures for 2006 were established by the committee on the day that the plan was adopted. The 2006 performance measures were based on our achieving:

an increase in total operating profit, for PTSI and its subsidiaries on a consolidated basis, calculated excluding certain operating expenses; and

a designated operating ratio (operating expense net of fuel surcharges, divided by operating revenue before fuel surcharges).

Under the plan, if for 2006 total operating profit was at least 5% more than for 2005, and the designated operating ratio was achieved, the executive officers would receive cash incentive compensation equal to the greater of a minimum amount (8% of their annual base salary) and a formula amount. The formula amount depended on the amount by which total operating profit for 2006 exceeded total operating profit for 2005. As the excess increased, a greater amount would be contributed to an incentive compensation pool. The amount contributed to the pool consisted of 20% of the first \$3 million, and a higher percent of each additional \$1 million, by which the total operating profit for 2006 exceeded the total operating profit for 2005. The plan provided for the pool to be allocated among our executive officers and several other members of our senior management who participate in the Executive Incentive Plan, and our middle management, clerical, administrative and certain other non-driver employees who participate in our PTSI Employee Incentive Plan. The allocation of the pool is based on a multiple of each employee's annual base salary, and the employment category of each employee.

As we achieved for 2006 a significant increase of total operating profits over 2005, and the threshold operating ratio was reached, each of the executive officers received for 2006 incentive compensation under the plan of from 56% to 59% of his annual base salary. This incentive compensation is payable to our executive officers in two equal annual installments. The first of the installments was paid in March of 2007, and the second installment is payable by March 15, 2008. Subject to certain exceptions, to receive either installment, the executive officer must be employed by us at the time of payment. Making the payments in two installments is intended to provide additional motivation, and assist with management retention.

We have not established a cash incentive compensation plan for our executive officers for 2007. The Compensation and Stock Option Committee has determined to evaluate whether to pay our executive officers a bonus for 2007, and the amount of any bonus, after reviewing our business and financial performance for 2007. The committee believes that our executive officers will have adequate motivation to achieve improvements in our business and financial performance without establishing specific performance measures for 2007 and related cash incentive compensation. In reaching this conclusion, the committee took into account the portion of the stock options granted to the executive officers on August 28, 2002 that will vest in the first quarter of 2008 if performance measures provided for in the grants of those options are achieved in 2007. The committee believes that for 2007, maintaining flexibility in our compensation arrangements will better enable us to provide an appropriate level of bonus for our executive officers.





## **Table of Contents**

### *Stock Options*

In March of 2006, the Board of Directors adopted a new stock option plan, the 2006 Stock Option Plan. The plan provides for the issuance of stock options for up to 750,000 shares of our common stock, subject to adjustments. Our officers, directors, key employees and consultants are eligible to receive options under the plan. The plan was approved by our stockholders at their May 24, 2006 annual meeting. In 2006, we did not issue any options to our executive officers or other employees under the plan.

Our most recent grant of stock options to our executive officers was on August 28, 2002. Those options were granted under our 1995 Stock Option Plan that expired in 2005. The options covered 120,000 shares of our stock for Mr. Weaver, and 90,000 shares for each of Mr. Lawson and Mr. Goddard. The options were scheduled to vest in installments. The first installment vested immediately on grant for 20% of the shares covered by each option. The remaining shares covered by the options were scheduled to vest in equal installments, on March 15 of each year, from March 15, 2003 through March 15, 2008, depending for each annual installment on whether the performance criteria for that installment was met. The primary performance criteria for each installment to vest has been whether our consolidated net income for the most recent year exceeded the consolidated net income for the immediately prior year by at least 5%. The exercise price for all of the shares was established at the market price of our stock on the date the options were granted, \$23.22. The performance criteria for the 2006 installment of the options was met, and the option for those shares vested on March 15, 2007. If the criteria is met for 2007, the final installment of the options is scheduled to vest for the executive officers on March 15, 2008.

### *Other Compensation*

We sponsor a profit sharing plan for all of our eligible employees, including our executive officers. The plan qualifies under section 401(k) of the Internal Revenue Code, as amended. This allows eligible employees to make tax deductible contributions to the plan. We make employer matching contributions to the plan for each eligible employee. The matching contributions are 50% of each participating employee's voluntary contribution, up to 3% of the participant's compensation. These matching contributions vest at the rate of 20% each year until fully vested after five years.

We offer health, vision and dental insurance to Messrs. Lawson and Goddard, and pay the insurance premiums for them. While we make similar insurance available to Mr. Weaver and our other employees, we do not pay their insurance premiums.

We allow each of our executive officers to use a company owned automobile. With the exception of this perquisite, our policy is to provide minimal, if any, perquisites to our executive officers. This helps set an example for all employees that personal expenses are not payable from company funds, and helps to control expenses.

### *Post-Employment Compensation*

We do not provide a defined benefit pension plan or post retirement health insurance coverage for our executive officers or any of our other employees. We do not offer deferred compensation plans, and do not have agreements that provide compensation to our executive officers based upon the occurrence of a change in control of PTSI.

### *Tax Deductibility of Compensation*

Section 162(m) of the Internal Revenue Code, as amended, imposes a \$1 million limit on the amount that a public company may deduct for compensation paid to the company's chief executive officer or any of the company's four

other most highly compensated executive officers who are employed at the end of the year. This limitation does not apply to compensation that meets the requirements under Section 162(m) for qualifying performance-based compensation (compensation paid only if the individual's or the company's performance meets pre-established objective goals based on performance criteria approved by the stockholders). We periodically review the potential consequences of Section 162(m) and may structure some

**Table of Contents**

or all of the compensation for our executive officers so that it will not be subject to the deduction limitations of Section 162(m). None of the compensation paid to our executive officers for 2006 was structured to be qualifying performance-based compensation. For 2006, we were not precluded by Section 162(m) from deducting any compensation that we paid to any of our executive officers.

*Share Ownership Guidelines*

We do not have stock ownership requirements for our executive officers. However, each of our executive officers owns shares of our stock, and options to acquire additional shares.

*Overview of the Compensation Process*

The elements of executive compensation are discussed at meetings of the Compensation and Stock Option Committee, with significant input from the Chairman of the committee. Annual base salary is generally determined for a multi-year period at the time that employment agreements are negotiated with our executive officers. Cash incentive compensation and other bonuses, and forms of stock-based compensation are discussed from time to time, but there is no set schedule for making determinations regarding these types of compensation, and the committee retains considerable flexibility in deciding when to address these matters. In making its compensation decisions, the committee will usually seek input from our President and Chief Executive Officer regarding elements of his compensation, and that of the other executive officers. However, the committee makes the final decision on executive officer compensation, or recommends executive officer compensation to our Board of Directors for approval. The committee is authorized to utilize compensation consultants, but does not presently confer with compensation consultants regarding executive compensation.

**Summary Compensation Table**

The following table provides information regarding the compensation earned by the named executive officers for the year ended December 31, 2006.

Name and Principal Position	Year	Salary (\$)	Option Awards (\$)(1)	Non-Equity Incentive	All Other Compensation (\$)	Total (\$)
				Plan Compensation (\$)(2)		
Robert W. Weaver President and Chief Executive Officer	2006	475,000	151,256	272,105	2,500	900,861
W. Clif Lawson Executive Vice President and Chief Operating Officer	2006	278,462	113,442	163,263	5,000	560,167
Larry J. Goddard Vice President of Finance, Chief Financial Officer, Secretary and Treasurer	2006	217,302	113,442	122,447	5,530	459,721

(1) The amounts shown represent the compensation expense that we recognized in 2006 for option awards for the named executive officers, determined in accordance with SFAS 123(R). Information regarding assumptions

used to determine these amounts is in Note 12 Share-Based Compensation to our 2006 consolidated financial statements included in our Annual Report to the SEC on Form 10-K for the year ended December 31, 2006.

- (2) Non-equity incentive plan compensation consists of amounts earned and payable for 2006 under our Executive Incentive Plan, which is a cash incentive plan. In accordance with the plan, this compensation is payable in two equal installments. The first installment was paid in March of 2007, and the second installment is payable by March 15, 2008.

**Table of Contents***Employment Agreements*

As discussed above, we have entered into employment agreements with our executive officers, Messrs. Weaver, Lawson and Goddard. The initial term of our agreement with Mr. Weaver is from July 10, 2006 to July 10, 2009. We have an option to extend the agreement for two additional years, one year at a time. The agreement provides Mr. Weaver with an annual base salary of \$500,000 for each of the first two years, and of \$550,000 for the third year. If we exercise our option to extend the agreement, the agreement provides Mr. Weaver with an annual base salary of \$550,000 for the first year of the extension, and of \$600,000 for the second year of the extension.

The initial terms of our employment agreements with Messrs. Lawson and Goddard are from June 1, 2006 through June 1, 2010. We have an option to extend each of the agreements for one additional year. Our agreement with Mr. Lawson provides him with an annual base salary of \$300,000 for the first year of the agreement, and of \$310,000, \$335,000 and \$355,000 for the second, third and fourth years of the agreement. If we exercise our option to extend our agreement with Mr. Lawson for an additional year, the agreement provides Mr. Lawson with an annual base salary of \$370,000 for the additional year. Our agreement with Mr. Goddard provides him with an annual base salary of \$225,000 for the first year of the agreement, and of \$235,000, \$250,000 and \$265,000 for the second, third and fourth years of the agreement. If we exercise our option to extend our agreement with Mr. Goddard for an additional year, the agreement provides Mr. Goddard with an annual base salary of \$280,000 for the additional year.

Under the employment agreements, our executive officers may also participate in bonus and other incentive plans that are approved from time to time by our Board of Directors or Compensation and Stock Option Committee. The executive officers are also entitled to any fringe benefits that we may provide for our employees in the normal course of our business. Additional information regarding the employment agreements, including compensation payable to the executive officers on termination of employment and their non-compete, non-solicitation and confidentiality obligations, is included below under the heading Potential Payments Upon Termination or Change in Control.

*Salary and Bonus Compared to Total Compensation*

We have not established a proportion that salary and bonus should be of our executive officer's total compensation. As indicated in the Summary Compensation Table, the proportion for 2006 that salary and bonus were of total compensation ranged from 47% to 53% for our executive officers. This range is consistent with our goals regarding officer retention, reward for achievement of favorable financial results, and creating long-term value for stockholders.

**Grants of Plan-Based Awards in 2006**

The following table provides information regarding the plan-based awards that we made to the named executive officers during the year ended December 31, 2006.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards		
		Threshold	Target	Maximum
		(\$)	(\$)	(\$)
Robert W. Weaver		40,000	272,105	1,000,000
W. Clif Lawson		24,000	163,263	1,000,000
Larry J. Goddard		18,000	122,447	1,000,000

*Executive Incentive Plan*

The awards described in the table above were made to our executive officers on May 24, 2006 pursuant to our Executive Incentive Plan that was adopted on that date. Awards made to our executive officers for 2006 provided for payments to be made based on achieving performance measures that were established by the Compensation and Stock Option Committee. For 2006, the performance measures were based on increasing our total operating profit and achieving a designated operating ratio.

**Table of Contents**

The amounts set forth in the **Threshold** column of the table are the amounts that would have been paid to our executive officers under the plan if the minimum level of the performance measures had been achieved. The \$1 million amounts in the **Maximum** column of the table are the maximum amount established in the plan that could be paid to any of our executive officers under the plan for 2006. The amount set forth in the **Target** column of the table for each of our executive officers was the actual amount earned by him for 2006 under the plan. Amounts earned for 2006 are payable in two equal annual installments. The first installment was paid in March of 2007, and the second installment is payable by March 15, 2008. Additional information about the plan, including further information about the performance measures for the awards, and how the awards were calculated, is provided under the heading **Compensation Discussion and Analysis - Cash Incentive Compensation**.

**Outstanding Equity Awards at 2006 Fiscal Year-End**

The following table provides information as of December 31, 2006 regarding equity awards, including unexercised stock options, for each of the named executive officers.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Awards Equity Incentive		
			Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date
Robert W. Weaver	56,000(1)		32,000(3)	23.22	08/27/12
W. Clif Lawson	42,000(2)		24,000(4)	23.22	08/27/12
Larry J. Goddard	42,000(2)		24,000(4)	23.22	08/27/12

- (1) Option vested for 24,000 shares on August 28, 2002, and for 16,000 shares on March 15, 2003 and March 15, 2006.
- (2) Option vested for 18,000 shares on August 28, 2002, and for 12,000 shares on March 15, 2003 and March 15, 2006.
- (3) Option has performance based vesting dates for 16,000 shares on March 15, 2007 and March 15, 2008.
- (4) Option has performance based vesting dates for 12,000 shares on March 15, 2007 and March 15, 2008.

**Potential Payments Upon Termination or Change In Control**

The employment agreements that we have entered into with our executive officers, and our Executive Incentive Plan provide for payments that may be made to our executive officers following termination of their employment. These payments are discussed below and quantified in the table that follows. We do not have any agreements or plans that



provide for payments to our executive officers based on the occurrence of a change in control of PTSI.

*No Payments If There Were a Termination for Just Cause*

In the event that one of our executive officers were terminated for just cause, including conviction of a crime, moral turpitude, gross negligence in the performance of duties, intentional failure to perform duties, insubordination, or dishonesty, we would have no obligation to pay base salary or benefits beyond the last day worked. Any amounts earned and unpaid under our Executive Incentive Plan would be forfeited.

*Payments Upon Death*

In the event of the death of one of our executive officers, we would pay his base salary through the date of his death. Any amounts earned and unpaid under our Executive Incentive Plan would be payable to the executive officer's estate as the payments become due under the plan.

**Table of Contents**

*Payments Upon Disability*

In the event that one of our executive officers becomes disabled and is unable to perform his duties, we may terminate his employment. If an executive officer's employment is terminated due to disability, he is entitled to receive his base salary and benefits for 12 months following the termination of his employment. Any amounts earned and unpaid under our Executive Incentive Plan would be payable to the executive officer as the payments become due under the plan.

*Payments Upon Termination Based on Our Best Interest*

In the event that one of our executive officers is terminated by our Board of Directors upon a determination that such action would serve our best interest, the executive officer is entitled to receive his base salary and benefits for a period of twelve months following termination. Any amounts earned and unpaid under our Executive Incentive Plan may be payable to the executive officer as the payments become due under the plan through 12 months after termination of employment, except that if the termination of employment were driven by a new President, all earned and unpaid awards under our Executive Incentive Plan may be payable in the normal course of the plan until all monies due were paid.

*Payments Upon Resignation, Including Retirement*

Each of our executive officers has the right to resign by providing three months written notice to us. In the event that an executive officer resigns and gives us the required three months notice, we may terminate his employment before the end of the three month notice period. In such event, the executive officer is entitled to receive his base salary and benefits through the end of the three month period. Any amounts earned and unpaid under our Executive Incentive Plan may be payable to the executive officer as the payments become due under the plan through the end of the three month notice period, unless the executive officer's resignation is a retirement at or after age 60, in which case any amounts earned and unpaid under our Executive Incentive Plan would be payable to the executive officer as the payments become due under the plan even after the end of the three month notice period.

*Obligations of Executive Officers*

Under the employment agreements, each of the executive officers has agreed not to compete with, or solicit or retain business that is competitive with, our business, or that of specified affiliates of our directors, Manuel Moroun and Matthew Moroun, for one year after the executive officer's employment with us terminates. The executive officers have also agreed that they will not at any time encourage, solicit or otherwise attempt to persuade any of our employees or any employees of the specified affiliates to leave our employment or employment with the specified affiliates. If any of the executive officers were to hire from us one of our employees, they have agreed to pay us 30% of the employee's first year's gross compensation. Under the employment agreements, the executive officers have also agreed to maintain the confidentiality of our proprietary information.

**Table of Contents***Table of Payments Upon Termination of Employment*

The following table provides information regarding amounts payable to the named executive officers under their employment agreements and our Executive Incentive Plan following or in connection with a termination of their employment. The amounts shown assume that termination of employment was effective as of December 29, 2006, the last business day of our 2006 fiscal year, and include estimates of the amounts that would be paid. The actual amounts would only be determined upon an officer's termination of employment.

<b>Benefits and Payments Upon Termination</b>	<b>Just Cause (\$)(1)</b>	<b>Death (\$)</b>	<b>Robert W. Weaver Best Interest of the Company</b>			
			<b>Disability (\$)</b>	<b>Resignation (\$)(1)</b>	<b>Retirement (\$)</b>	
Base Salary			500,000	500,000	125,000	
Non-Equity Incentive Plan Compensation		272,105	272,105			272,105
All Other Compensation						
<b>Total</b>		272,105	772,105	500,000	125,000	272,105

<b>Benefits and Payments Upon Termination</b>	<b>Just Cause (\$)(1)</b>	<b>Death (\$)</b>	<b>W. Clif Lawson Best Interest of the Company</b>			
			<b>Disability (\$)</b>	<b>Resignation (\$)(1)</b>	<b>Retirement (\$)</b>	
Base Salary			305,833	305,833	75,000	
Non-Equity Incentive Plan Compensation		163,263	163,263			163,263
All Other Compensation						
<b>Total</b>		163,263	469,096	305,833	75,000	163,263

<b>Benefits and Payments Upon Termination</b>	<b>Just Cause (\$)(1)</b>	<b>Death (\$)</b>	<b>Larry J. Goddard Best Interest of the Company</b>			
			<b>Disability (\$)</b>	<b>Resignation (\$)(1)</b>	<b>Retirement (\$)</b>	
Base Salary			230,833	230,833	56,250	
Non-Equity Incentive Plan Compensation		122,447	122,447			122,447
All Other Compensation						
<b>Total</b>		122,447	353,280	230,833	56,250	122,447

(1) For a participant to receive a non-equity incentive award for 2006 under our Executive Incentive Plan, the participant must be employed by us as of the last calendar day of the year, unless employment terminated for

reasons of death, disability or retirement. Because the amounts in this table are based on the assumption that employment terminated on December 29, 2006, the last business day of 2006, no non-equity incentive plan compensation is shown in this column.

**Table of Contents****Director Compensation for 2006**

The following table provides information about the compensation of our directors for the year ended December 31, 2006.

Name(1)	Fees Earned or Paid in Cash (\$)	Options Awards \$(2)	Total (\$)
Frederick P. Calderone	15,400	13,851	29,251
Frank L. Conner	21,400	13,851	35,251
Thomas H. Cooke	27,200	13,851	41,051
Christopher L. Ellis	19,000	13,851	32,851
Manuel J. Moroun	15,400	13,851	29,251
Matthew T. Moroun	15,400	13,851	29,251
Daniel C. Sullivan	15,400	13,851	29,251
Charles F. Wilkins	21,400	13,851	35,251

- (1) Our President and Chief Executive Officer, Mr. Weaver, who is also a director, has been omitted from this table because he receives no special compensation for serving on our Board of Directors. Mr. Weaver's compensation is included in the Summary Compensation Table.
- (2) The amounts shown represent the compensation expense that we recognized in 2006 for option awards for our non-employee directors, determined in accordance with SFAS 123(R). Information regarding assumptions used to determine these amounts is in Note 12 Share-Based Compensation to our 2006 consolidated financial statements included in our Annual Report to the SEC on Form 10-K for the year ended December 31, 2006. On June 1, 2006, each of our non-employee directors was awarded an option for 2,000 shares of our common stock under our 2006 Stock Option Plan. The grant date fair value of each of these options, determined in accordance with SFAS 123(R) is \$6.93 per share. As of December 31, 2006, our non-employee directors held the following option awards to acquire our common stock: Messrs. Calderone and Matthew Moroun, options for 10,000 shares, Messrs. Conner and Manuel Moroun, options for 8,000 shares, Messrs. Cooke and Wilkins, options for 6,000 shares, and Messrs. Ellis and Sullivan, options for 2,000 shares.

*Compensation Arrangements for Non-employee Directors*

Director compensation is determined by our Board of Directors. For 2006, we paid our non-employee directors an annual retainer of \$10,000, and a fee of \$1,800 for each meeting of the Board or its committees that they attended in person, and \$600 for each meeting that they attended by telephone. The chairman of the Audit Committee is paid an additional annual retainer of \$4,000. We reimburse our directors for expenses that they incur in attending Board and committee meetings, including expenses for food, lodging and transportation. Our directors are currently paid the same amounts for retainer and meeting fees as they were paid in 2006.

Our 2006 Stock Option Plan provides for an annual grant through 2016 of a stock option to each of our non-employee directors. Each option entitles the director to purchase 2,000 shares of our common stock at an exercise price equal to the fair market value of our stock on the date of grant. Each option is exercisable from its date of grant through the fifth anniversary of that date, unless terminated earlier in accordance with the plan. The exercise prices for the options

granted to our non-employee directors in 2006 and 2007 were \$26.73 and \$22.92 per share.

**Table of Contents**

**Security Ownership of Certain  
Beneficial Owners and Management**

The table below shows the number of our shares of common stock beneficially owned as of March 1, 2007 by:

each director and nominee for director;

each executive officer named in the Summary Compensation Table under the heading Executive Compensation ;

all of our current directors and executive officers as a group; and

each stockholder known by us to beneficially own more than 5% of our outstanding common stock.

<b>Beneficial Owner</b>	<b>Shares Beneficially Owned(1)</b>	<b>Percent of Class(6)</b>
Matthew T. Moroun	4,587,186(2)	44.5%
Robert W. Weaver	316,428	3.0%
Daniel C. Sullivan	22,000	*
Frank L. Conner	10,000	*
Frederick P. Calderone	8,000	*
Manuel J. Moroun	8,000(3)	*
Thomas H. Cooke	6,000	*
Charles F. Wilkins	6,000	*
Christopher L. Ellis	2,000	*
W. Clif Lawson	91,500(4)	*
Larry J. Goddard	76,213	*
FMR Corp.	620,012(5)	6.0%
Directors and executive officers as a group (11 persons)	5,133,327	48.7%

Member of our Board of Directors

\* Less than 1%.

- (1) The number of shares beneficially owned includes any shares over which the person has sole or shared voting power or investment power and also any shares that the person can acquire within 60 days of March 1, 2007 through the exercise of any stock option or other right. Unless otherwise indicated, each person has sole investment and voting power (or shares such power with his spouse) over the shares set forth in the table. Includes shares that may be acquired pursuant to stock options granted under our stock option plans that are or become exercisable within 60 days of March 1, 2007 as follows: 72,000 shares for Mr. Weaver, 54,000 shares for Messrs. Lawson and Goddard, 8,000 shares for Messrs. Calderone, Conner, Manuel Moroun and Matthew Moroun, 6,000 shares for Messrs. Cooke and Wilkins, 2,000 shares for Messrs. Ellis and Sullivan, and 228,000 shares for all of our directors and executive officers as a group. The address of our directors and

Edgar Filing: PAM TRANSPORTATION SERVICES INC - Form DEF 14A

executive officers, except as noted below for Mr. Moroun, is in care of P.A.M. Transportation Services, Inc., 297 West Henri DeTonti Boulevard, Tontitown, Arkansas 72770.

- (2) Includes 1,487,186 shares owned directly and 3,092,000 shares held in a trust of which Matthew Moroun is a co-trustee and a beneficiary (the Moroun Trust ). Norman E. Harned is co-trustee with Matthew Moroun of the Moroun Trust and may therefore also be deemed to beneficially own the shares held by the Moroun Trust. The business address of each of Messrs. Moroun and Harned is 12225 Stephens Road, Warren, Michigan 48091.
- (3) Does not include the 4,587,186 shares shown in the table as being beneficially owned by Manuel Moroun s son, Matthew Moroun.
- (4) Includes 1,500 shares held in a trust of which Mr. Lawson is trustee and his sister is the trust beneficiary.



**Table of Contents**

- (5) Based upon a Schedule 13G dated February 14, 2007 filed by FMR Corp., and related parties, which indicates that as of December 31, 2006, they had the sole power to dispose of 620,012 shares, and sole power to vote 3,637 of the shares. The Schedule 13G indicates that 604,575 of the shares are held by the Fidelity Low Price Stock Fund, a registered investment company, for which one of FMR Corp.'s subsidiaries acts as investment adviser. We make no representation as to the accuracy or completeness of the information reported. The address of FMR Corp. is 82 Devonshire Street, Boston, Massachusetts 02109.
- (6) The percentages shown are based on the 10,307,607 shares of our common stock outstanding as of March 1, 2007, plus the number of shares that the named person or group has the right to acquire within 60 days of March 1, 2007. For purposes of computing the percentage of outstanding shares of common stock held by each person or group, any shares the person or group has the right to acquire within 60 days of March 1, 2007 are deemed to be outstanding with respect to such person or group, but are not deemed to be outstanding for the purpose of computing the percentage of ownership of any other person or group.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who own more than 10% of our outstanding common stock to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock. Executive officers, directors and greater than 10% stockholders are also required to furnish us with copies of the reports that they file. To our knowledge, based solely on a review of the copies of the reports furnished to us and representations received from our directors and executive officers, we believe that all reports required to be filed under Section 16(a) for 2006 were timely filed, except that our director and major stockholder, Matthew Moroun, filed one report on Form 4 late, relating to the exercise of a stock option.

**Independent Public Accountants****Selection of Independent Auditor**

Our Audit Committee has selected Grant Thornton as our principal independent auditor for the year ending December 31, 2007. We are not presently expecting that representatives of Grant Thornton will attend the annual meeting of stockholders.

**Principal Accountant Fees and Services**

The following table shows the fees for professional services of Grant Thornton for audit and other services they provided to us for 2006 and 2005.

	2006	2005
Audit Fees(1)	\$ 227,000	\$ 215,665
Audit-Related Fees	0	0
Tax Fees	0	0
All other fees	0	0

- (1) Includes the aggregate fees billed for professional services rendered for 2006 and 2005 for the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q.

The Audit Committee pre-approves audit services and non-audit services that are to be performed for us by our independent auditor. The Audit Committee has delegated authority to its chairman, or any two of its other members acting together, to approve, between meetings of the Audit Committee, audit services and permissible non-audit services. Approvals between meetings are required to be reported to the Audit Committee at its next meeting. In addition to there being engagement letters for audit services, the Audit

## **Table of Contents**

Committee has determined that there should be an engagement letter for any non-audit services that are to be performed by the independent auditor. All of the services described in the table above were pre-approved by the Audit Committee, and the authority delegated to members of the Audit Committee was not used.

## **Change of Accountants**

On June 16, 2005, the Audit Committee of our Board of Directors concluded its proposal process for a new independent public accounting firm and appointed Grant Thornton as our independent registered public accounting firm for the calendar year ended December 31, 2005. On the same date, the Audit Committee dismissed Deloitte & Touche LLP ( Deloitte ) as our independent registered public accounting firm.

The audit reports of Deloitte on our consolidated financial statements as of and for the years ended December 31, 2004 and 2003, and management's assessment of internal control over financial reporting as of December 31, 2004, and the effectiveness of internal control over financial reporting as of December 31, 2004, did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the two calendar years ended December 31, 2004 and 2003, and from December 31, 2004 through the effective date of Deloitte's dismissal, there were no disagreements between us and Deloitte on any matters of accounting principle or practice, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to their satisfaction, would have caused Deloitte to make reference to the subject matter of such disagreements in connection with its reports. During the period described in the preceding sentence, there were no reportable events as defined in Item 304(a)(1)(iv) or (v) of Regulation S-K of the SEC.

During the two calendar years ended December 31, 2004 and 2003, and from December 31, 2004 through the engagement of Grant Thornton as our independent public accounting firm on June 16, 2005, neither we nor anyone on our behalf consulted Grant Thornton with respect to any accounting or auditing issues involving us. In particular, there was no discussion with Grant Thornton regarding the application of accounting principles to a specified transaction, the type of audit opinion that might be rendered on the financial statements, or any matter that was either the subject of a disagreement with Deloitte on accounting principles or practices, financial statement disclosure or auditing scope or procedures, which, if not resolved to the satisfaction of Deloitte, would have caused Deloitte to make reference to the matter in their reports, or a reportable event as defined in Item 304(a)(1)(iv) or (v) of Regulation S-K.

On June 21, 2005 we reported our change in independent registered public accounting firms to the SEC in a Current Report on Form 8-K. In that report we made substantially the same disclosures about our change of accounting firms as is set forth above. Deloitte furnished us with a letter dated June 20, 2005 addressed to the SEC regarding the above disclosures that was filed as Exhibit 16 to the report.

## **Transactions with Related Persons**

We have a written policy requiring that our Audit Committee review and approve related person transactions that involve us and are of the type that are required to be disclosed in our proxy statement by SEC rules. A transaction may be a related person transaction if any of our directors, executive officers, owners of more than 5% of our common stock, or their immediate family have a material interest in the transaction and the amount involved exceeds \$120,000. The policy authorizes the Audit Committee to approve a related person transaction if it determines that the transaction is at least as favorable to us as could have been obtained if the transaction had been with a person who is not related to us, or is in our best interest.

Certain transactions between us and companies owned or controlled by Manuel Moroun, who is a member of our Board of Directors, and his son, Matthew Moroun, who is our largest stockholder and a member of our Board of Directors, are described above under the heading Corporate Governance Compensation Committee Interlocks and Insider Participation.

**Table of Contents**

**Annual Report to Stockholders and Report on Form 10-K**

Additional information concerning us, including our financial statements, is provided in our 2006 Annual Report to Stockholders that accompanies this proxy statement. Our Annual Report on Form 10-K for the year ended December 31, 2006, as filed with the SEC, is available to stockholders who make a written request for it to our Secretary, Larry J. Goddard, at our principal executive office, 297 West Henri DeTonti Boulevard, Tontitown, Arkansas 72770. Copies of exhibits filed with that report or referenced in it will be furnished to stockholders of record upon request and payment of our expenses in furnishing such documents.

**Stockholder Proposals**

Any proposal to be presented at the 2008 annual meeting of stockholders must be received at our principal executive office not later than December 29, 2007, directed to the attention of the Secretary, for consideration for inclusion in our proxy statement and form of proxy relating to that meeting. Any such proposals must comply in all respects with the rules and regulations of the SEC.

In connection with our annual meeting of stockholders to be held in 2008, if we do not receive notice of a matter or proposal to be considered by March 13, 2008, then the persons appointed by our Board of Directors to act as the proxies for such annual meeting (named in the form of proxy) will be allowed to use their discretionary voting authority with respect to any such matter or proposal at the annual meeting, if such matter or proposal is properly raised at the annual meeting and put to a vote.

**Other Matters**

We do not know of any matters to be brought before the meeting other than those described in this proxy statement. If any other matter properly comes before the meeting, the persons designated as proxies will vote on each such matter in accordance with their best judgment.

By Order of the Board of Directors

Robert W. Weaver  
*President and Chief Executive Officer*

April 27, 2007

**Table of Contents**

**P.A.M Transportation Services,  
Inc.**

C123456789

000000000.000000 ext 000000000.000000 ext  
 000000000.000000 ext 000000000.000000 ext  
 000000000.000000 ext 000000000.000000 ext

**Electronic Voting Instructions**

**You can vote by Internet or telephone!**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy. VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on May 24, 2007.**

**Vote by Internet**

Log on to the Internet and go to **www.investorvote.com**

Follow the steps outlined on the secured website.

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the United States, Canada & Puerto Rico any time on a touch tone telephone. There is **NO CHARGE** to you for the call.

Follow the instructions provided by the recorded message.

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. X

**6 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. 6**

**A Proposals The Board of Directors recommends a vote FOR all the nominees listed .**

1. Election of Directors:	For	Withhold	For	Withhold	For	Withhold		
01 - Fredrick P. Calderone	<input type="radio"/>	<input type="radio"/>	02 - Frank L. Conner	<input type="radio"/>	<input type="radio"/>	03 - Christopher L. Ellis	<input type="radio"/>	<input type="radio"/>
04 - Manuel J. Moroun	<input type="radio"/>	<input type="radio"/>	05 - Matthew T. Moroun	<input type="radio"/>	<input type="radio"/>	06 - Daniel C. Sullivan	<input type="radio"/>	<input type="radio"/>
07 - Robert W. Weaver	<input type="radio"/>	<input type="radio"/>	08 - Charles F. Wilkins	<input type="radio"/>	<input type="radio"/>			

+

2. In their discretion, upon such other matters as may properly come before the meeting or any adjournments or postponements of the meeting.

**B Non-Voting Items**

**Change of Address** Please print new address below.

**C Authorized Signatures** **This section must be completed for your vote to be counted.** **Date and Sign Below**

This Proxy should be marked, dated and signed by the stockholder(s) exactly as his or her name appears hereon, and returned promptly in the enclosed envelope. Persons signing in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, both should sign.

Date (mm/dd/yyyy) Please  
print date below.

Signature 1 Please keep signature within the box.

Signature 2 Please keep  
signature within the box.

/ /

---

**Table of Contents**

**YOUR VOTE IS IMPORTANT**

**Regardless of whether you plan to attend the Annual Meeting of Stockholders, you can be sure your shares are represented at the meeting by promptly returning your proxy in the enclosed envelope.**

**6 IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**

6

**Proxy P.A.M. Transportation Services, Inc.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned stockholder(s) of P.A.M. Transportation Services, Inc., a Delaware corporation, hereby appoints Robert W. Weaver and Larry J. Goddard, and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the 2007 Annual Meeting of Stockholders of P.A.M. Transportation Services, Inc. to be held on Thursday, May 24, 2007, and at any or all adjournments or postponements of the meeting, and to vote all shares of common stock that the undersigned would be entitled to vote if then and there personally present at the meeting.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN ACCORDANCE WITH THE DIRECTIONS GIVEN BY THE UNDERSIGNED STOCKHOLDER(S). IF NO DIRECTION IS MADE, IT WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES FOR DIRECTOR NAMED ON THE REVERSE SIDE, AND AS THE PROXIES DEEM ADVISABLE ON SUCH OTHER MATTERS AS MAY COME BEFORE THE MEETING.**

**PLEASE COMPLETE, DATE AND SIGN ON THE REVERSE SIDE, AND RETURN THIS PROXY IN THE ENCLOSED ENVELOPE.**