

PAM TRANSPORTATION SERVICES INC  
Form SC 13D/A  
January 29, 2014

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 5)\***

**P.A.M. TRANSPORTATION SERVICES, INC.**

**(Name of Issuer)**

**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

**(Title of Class of Securities)**

**693149-10-6**

**(CUSIP Number)**

**MATTHEW T. MOROUN**

**12225 STEPHENS ROAD**

**WARREN, MI 48089**

**(586) 939-7000 EXT. 2351**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 28, 2014**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits.

See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on 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).

**1. NAME OR REPORTING PERSON**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) Not Required

MATTHEW T. MOROUN

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3. SEC USE ONLY**

**4. SOURCE OF FUNDS**

SEE ITEM 3

**5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

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**6. CITIZENSHIP OR PLACE OF ORGANIZATION:**

UNITED STATES OF AMERICA

NUMBER OF **7. SOLE VOTING POWER**

SHARES

BENEFICIALLY 1,639,373\*

**8. SHARED VOTING POWER**

OWNED BY

EACH

REPORTING 3,092,000\*\*

**9. SOLE DISPOSITIVE POWER**

PERSON

1,639,373\*

**10. SHARED DISPOSITIVE POWER**

3,092,000\*\*

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,731,373

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

59.3%

14. TYPE OF REPORTING PERSON

IN

\* Consists of (i) 1,623,373 shares of the Issuer's Common Stock owned directly by Matthew T. Moroun and (ii) 16,000 shares of the Issuer's Common Stock issuable to Mr. Moroun upon exercise of stock options granted to Mr. Moroun by the Issuer.

\*\* Consists of 3,092,000 shares of the Issuer's Common Stock held by the Moroun Trust, of which Mr. Matthew T. Moroun is a beneficiary and, together with Mr. Hal M. Briand, a co-trustee.

**1. NAME OR REPORTING PERSON**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY) Not Required

HAL M. BRIAND

**2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3. SEC USE ONLY**

**4. SOURCE OF FUNDS**

SEE ITEM 3

**5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

..

**6. CITIZENSHIP OR PLACE OF ORGANIZATION:**

UNITED STATES OF AMERICA

NUMBER OF **7. SOLE VOTING POWER**

SHARES

BENEFICIALLY 0

**8. SHARED VOTING POWER**

OWNED BY

EACH

REPORTING **9. SOLE DISPOSITIVE POWER**  
3,092,000\*\*

PERSON

0

**10. SHARED DISPOSITIVE POWER**

3,092,000\*\*

**11.** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,092,000\*\*

**12.** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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**13.** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

38.7%

**14.** TYPE OF REPORTING PERSON

IN

\*\* Consists of 3,092,000 shares of the Issuer's Common Stock held by the Moroun Trust, of which Mr. Matthew T. Moroun is a beneficiary and, together with Mr. Hal M. Briand, a co-trustee.

This Amendment No. 5 supplements and amends Items 3, 4 and 5 of the statement on Schedule 13D filed on January 15, 1997, as amended by the Amendment No. 1 filed on March 8, 2002, Amendment No. 2 filed on March 21, 2002, Amendment No. 3 filed on March 6, 2009, and Amendment No. 4 filed on March 20, 2009 (as amended, the Schedule 13D ). Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended and supplemented by inserting the following paragraph after the last paragraph thereof:

Upon filing the March 20, 2009 Amendment No. 4 to the Schedule 13D, Matthew T. Moroun beneficially owned an aggregate of 4,715,373 shares of Common Stock. At January 28, 2014, Matthew T. Moroun beneficially owns an aggregate of 4,731,373 shares of Common Stock, or 59.3% of the outstanding shares of Common Stock. The increase in percentage ownership of the outstanding shares of Common Stock as of the January 28, 2014 filing is attributable to the following:

- a) Issuer repurchased 1,426,068 (15.2%) outstanding shares of Common Stock between March 20, 2009 and January 28, 2014, and therefore shares outstanding decreased from 9,409,607 to 7,983,539 during such period.
- b) Matthew T. Moroun beneficially acquired 16,000 additional shares of Common Stock, including currently exercisable stock options, between March 20, 2009 and January 28, 2014.

**Item 4. Purpose of Transaction.**

Item 4 of the Schedule 13D is hereby amended and supplemented by inserting the following paragraph after the last paragraph thereof:

The purchases of 10,000 shares of Common Stock by exercising stock options by Mr. Moroun between March 20, 2009 and January 28, 2014 were effectuated for investment purposes, using personal funds.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

(a) Mr. Moroun beneficially owns an aggregate of 4,731,373 shares, or 59.3%, of the Common Stock, including currently exercisable stock options to purchase 16,000 shares of Common Stock. Of the 4,731,373 shares beneficially owned by Mr. Moroun, 1,623,373 shares are owned directly by Mr. Moroun, 16,000 shares of Common Stock are issuable to Mr. Moroun upon the exercise of currently exercisable stock options, and 3,092,000 shares are held of record by the Moroun Trust, of which Mr. Moroun is a beneficiary and, together with Mr. Briand, a co-trustee. Mr. Briand beneficially owns an aggregate of 3,092,000 shares, or 38.7%, of the Common Stock, which shares are held of record by the Moroun Trust, of which Mr. Briand, together with Mr. Moroun, is a co-trustee.

(b) Mr. Moroun has sole power to vote or direct the vote and to dispose or direct the disposition of 1,639,373 shares of Common Stock, which includes currently exercisable stock options to purchase 16,000 shares of Common Stock. Mr. Moroun and Mr. Briand share the power to vote or direct the vote and to dispose or direct the disposition of 3,092,000 shares of Common Stock held by the Moroun Trust.

**SIGNATURES**

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

Dated: January 28, 2014

**MATTHEW T. MOROUN**

By: /s/ Matthew T. Moroun  
Name: Matthew T. Moroun

**HAL M. BRIAND**

By: /s/ Hal M. Briand  
Name: Hal M. Briand