

Mills James Rodney  
 Form 4  
 February 03, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Mills James Rodney

2. Issuer Name and Ticker or Trading Symbol  
 USA TRUCK INC [USAK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3200 INDUSTRIAL PARK ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/01/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP, Corp Counsel & Secretary

VAN BUREN, AR 72956  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 02/01/2011                           |  | A                              |   | 280 <sup>(1)</sup>  | A  | \$ 0                              |
|                                 |                                      |  |                                |   | 24,094 <sup>(3)</sup>   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

|                             |         |            |  | Code | V | (A) | (D) | Date Exercisable          | Expiration Date           | Title        | Amount or Number of Shares |
|-----------------------------|---------|------------|--|------|---|-----|-----|---------------------------|---------------------------|--------------|----------------------------|
| Stock Option (right to buy) | \$ 12.2 | 02/01/2011 |  | A    |   | 945 |     | 08/01/2012 <sup>(2)</sup> | 08/01/2017 <sup>(2)</sup> | Common Stock | 945                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Mills James Rodney<br>3200 INDUSTRIAL PARK ROAD<br>VAN BUREN, AR 72956 |               |           | VP, Corp Counsel & Secretary |       |

## Signatures

/s/ James Rodney Mills, by Darron R. Ming, attorney-in-fact pursuant to a Power of Attorney previously filed 02/03/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The grant of Restricted Stock will vest in annual increments of one-third beginning August 1, 2012 and continuing through and including August 1, 2014.
- (2) The stock option shares will vest in annual increments of one-third beginning on August 1, 2012 and continuing through and including August 1, 2014. The stock option shares expire in annual increments of one-third beginning on August 1, 2015 and continuing through and including August 1, 2017.
- (3) The amount includes shares purchased by the reporting person from the Company's Employee Stock Purchase Plan that have not been previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.