

FORWARD AIR CORP
Form 4
August 15, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GRAY ROBERT/TN

(Last) (First) (Middle)
430 AIRPORT ROAD
(Street)

GREENEVILLE, TN 37745

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FORWARD AIR CORP [FWRD]

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Former Director

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 08/11/2005 | | M | | 11,250 A \$ 25.42 | 26,700 | D |
| Common Stock | 08/11/2005 | | M | | 11,250 A \$ 19.6 | 37,950 | D |
| Common Stock | 08/11/2005 | | M | | 11,250 A \$ 15.57 | 49,200 | D |
| Common Stock | 08/11/2005 | | M | | 5,625 A \$ 20.2 | 54,825 | D |
| Common Stock | 08/12/2005 | | M | | 11,250 A \$ 22.5 | 66,075 | D |

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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)

| 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 Share |
| Stock Option (Right to Buy) | \$ 25.42 | 08/11/2005 | | M | 11,250 | <u>(1)</u> 05/22/2011 <u>(2)</u> | Common Stock 11,250 |
| Stock Option (Right to Buy) | \$ 19.6 | 08/11/2005 | | M | 11,250 | <u>(3)</u> 05/21/2012 <u>(4)</u> | Common Stock 11,250 |
| Stock Option (Right to Buy) | \$ 15.57 | 08/11/2005 | | M | 11,250 | <u>(5)</u> 05/20/2013 <u>(6)</u> | Common Stock 11,250 |
| Stock Option (Right to Buy) | \$ 20.2 | 08/11/2005 | | M | 5,625 | <u>(7)</u> 05/19/2014 <u>(8)</u> | Common Stock 5,625 |
| Stock Option (Right to Buy) | \$ 22.5 | 08/12/2005 | | M | 11,250 | <u>(9)</u> 04/24/2010 <u>(10)</u> | Common Stock 11,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| GRAY ROBERT/TN 430 AIRPORT ROAD | | | | Former Director |

GREENEVILLE, TN 37745

Signatures

By: /s/ Lera Doherty,
Attorney-in-Fact

08/15/2005

__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) This is a vesting schedule, 50% over 2 years, commencing 5/22/02.
- (2) The original expiration date was 05/22/2011; however, the Reporting Person ceased being a director subject to Section 16 on 05/26/05. Accordingly, pursuant to the Issuer's Non-Employee Director Stock Option Plan the expiration date is now 08/24/2005.
- (3) This is a vesting schedule, 50% over 2 years, commencing 5/21/03.
- (4) The original expiration date was 05/21/2012; however, the Reporting Person ceased being a director subject to Section 16 on 05/26/05. Accordingly, pursuant to the Issuer's Non-Employee Director Stock Option Plan the expiration date is now 08/24/2005.
- (5) This is a vesting schedule, 50% over 2 years commencing 5/20/04.
- (6) The original expiration date was 05/20/2013; however, the Reporting Person ceased being a director subject to Section 16 on 05/26/05. Accordingly, pursuant to the Issuer's Non-Employee Director Stock Option Plan the expiration date is now 08/24/2005.
- (7) This is a vesting schedule, 50% over 2 years commencing 5/19/05.
- (8) The original expiration date was 05/19/2014; however, the Reporting Person ceased being a director subject to Section 16 on 05/26/05. Accordingly, pursuant to the Issuer's Non-Employee Director Stock Option Plan the expiration date is now 08/24/2005.
- (9) This is a vesting schedule, 50% over 2 years commencing 5/24/01.
- (10) The original expiration date was 04/24/2010; however, the Reporting Person ceased being a director subject to Section 16 on 05/26/05. Accordingly, pursuant to the Issuer's Non-Employee Director Stock Option Plan the expiration date is now 08/24/2005.

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.