LEEDLE BEN R JR

Form 4

November 12, 2009

Check this box

if no longer

Section 16.

subject to

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

OMB 3235-0287

OMB APPROVAL

Number:

January 31,

2005

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

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

11/10/2009

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Ad LEEDLE BE	ddress of Reporting F EN R JR	Symbol	Pr Name and Ticker or Trading THWAYS, INC [HWAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last)	(First) (M		of Earliest Transaction Day/Year)	(Check all applicable) Director 10% Owner
701 COOL S BOULEVAR		11/10/2	-	X Officer (give title Other (specify below) CEO
	(Street)		endment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
FRANKLIN				Form filed by More than One Reporting Person
(City)	(State) ((Zip) Tab l	le I - Non-Derivative Securities A	cquired, 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)	Code (Instr. 3, 4 and 5)	Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s)
Common Stock	11/10/2009		Code V Amount (D) Pric M 30,000 A \$ 2.0	49 326 D

14,850 D

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

S(1)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

34,476

2,390

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Held in

401(k)

Plan

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and A	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date		Underlying S	ecurities
Security	or Exercise		any	Code	Securities	(Month/Day/Year	:)	(Instr. 3 and 4	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
	•				(Instr. 3, 4,				
					and 5)				
									Amount
							Expiration		or
						Date Exercisable	Date	Title	Number
				Code V	(A) (D)		Dute		of Share
				Couc v	(11) (D)				or onare
Option	¢ 2 07	11/10/0000		3.4	20.000	11/10/0000(2)	11/12/2000	Common	20.000
to Buy	\$ 2.07	11/10/2009		M	30,000	11/12/2000(2)	11/12/2009	Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

LEEDLE BEN R JR 701 COOL SPRINGS BOULEVARD

CEO

FRANKLIN, TN 37067

Signatures

/s/ Ben R. Leedle, Jr.

**Signature of Date
Reporting Person

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) Substantially all of the proceeds from the exercise and sale of these options will be utilized to cover related tax expenses and the underlying exercise cost of the options.
- (2) Option vested 25% per year beginning on 11/12/2000.
- (3) Information in this column is left blank because the transaction represents the conversion of a security.

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.

Reporting Owners 2