### FORWARD AIR CORP

Form 4 March 18, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Number: 3235-0287 Expires: January 31,

**OMB APPROVAL** 

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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

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

1(b).

(Print or Type Responses)

1. Name and Add Hance Michae		ting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol FORWARD AIR CORP [FWRD]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
430 AIRPORT ROAD			(Month/Day/Year) 03/04/2015	Director 10% Owner _X Officer (give title Other (specify below) Senior VP, CLO and Secretary			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Chec Applicable Line)			
GREENEVIL	LE, TN 37	745		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

	(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia								ly Owned
1.T	itle of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Sec	urity	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	d (A) o	or	Securities	Form: Direct	Indirect
(Ins	str. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
			(Month/Day/Year)	(Instr. 8)	) (Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
						(4)		Reported		
						(A)		Transaction(s)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Co Sto	mmon ock	03/04/2015		A	1,341 (1)	A	\$0	14,063.4377	D	
Co Sto	mmon ock	03/04/2015		F(2)	367	D	\$0	13,696.4377	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

#### Edgar Filing: FORWARD AIR CORP - Form 4

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Hance Michael L 430 AIRPORT ROAD **GREENEVILLE, TN 37745** 

Senior VP, CLO and Secretary

## **Signatures**

/s/ Michael P. McLean, Attorney-in-Fact

03/18/2015

\*\*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).
  - Shares awarded in conjunction with a Performance Share Agreement issued on 2/7/12 under the Forward Air Corporation Amended and Restated Stock Option and Incentive Plan. In accordance with the Performance Share Agreement, the number of shares awarded was
- determined based on the three year performance of Forward Air Corporation common stock as compared to the share price performance of a selected peer group.
- (2) Stock withheld by Issuer to satisfy minimum tax withholding obligation on award of stock.

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.

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