FORWARD AIR CORP

Form 4

December 10, 2015

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box 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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

430 AIRPORT ROAD

1. Name and Address of Reporting Person * LEINBACH TRACY A

(First)

2. Issuer Name and Ticker or Trading Symbol

FORWARD AIR CORP [FWRD]

3. Date of Earliest Transaction

(Month/Day/Year) 12/08/2015

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

X Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Person

GREENEVILLE, TN 37745

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Owned Following

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

Form: Direct Beneficially (I) (Instr. 4) Reported

Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(9-02)

7. Nature of

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Exercisable and	7. Title and Amount of	- 8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities]
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V **Expiration Title** (A) (D) Date Amount Exercisable Date or Number of Shares Dividend Common Equivalent \$0 12/08/2015 25.672 (1) (1) 25.672 Α Stock Rights

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

LEINBACH TRACY A
430 AIRPORT ROAD X

GREENEVILLE, TN 37745

Signatures

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

**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).

The dividend equivalent rights accrued on restricted stock units previously granted under the Forward Air Corporation Non-Employee

(1) Director Plans and are fully vested. Each dividend equivalent right is the economic equivalent of one share of Forward Air Corporation common 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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