#### FORWARD AIR CORP

Form 4

February 08, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Check this box

Washington, D.C. 20549

Number: 3235-0287 Expires: January 31,

0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per

response...

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 Address of Reporting Person * JEWELL MATTHEW J			2. Issuer Name <b>and</b> Ticker or Trading Symbol FORWARD AIR CORP [FWRD]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
1915 SNAPPS FERRY ROAD, BUILDING N			02/06/2017	_X_ Officer (give title Other (specif		
			02/00/2017	below) below) President - Logistics Services		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
GREENEVI	LLE, TN 37	745	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - No	on-Derivative Securitie	s Acquired, Di	sposed of	f, or Ben	eficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	l (A) o	r	Securities	Form: Direct	Indirect
(Instr. 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)
					( )		Reported		
					(A)		Transaction(s)		
			~		or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	`		
Common	02/06/2017		٨	2,300	٨	\$0	36,616.6874	D	
Stock	02/06/2017		A	<u>(1)</u>	A	\$ U	(2)	D	
Common									
	02/06/2017		$F^{(3)}$	282	D	\$ 0	36,334.6874	D	
Stock									

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

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SEC 1474

(9-02)

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

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(In

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. Transactic Code (Instr. 8)	5. Number proof 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)	\$ 47.82	02/06/2017		A	9,098	<u>(4)</u>	02/06/2024	Common Stock	9,098

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
JEWELL MATTHEW J			President -					
1915 SNAPPS FERRY ROAD BUILDING N			Logistics					
GREENEVILLE TN 37745			Services					

### **Signatures**

/s/ Michael P. McLean, Attorney-in-Fact 02/08/2017

\*\*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).
- Award of time-vesting restricted stock under the Forward Air Corporation 2016 Omnibus Incentive Compensation Plan in a transaction (1) exempt from Section 16(b) under Rule 16b-3. The stock yests equally in one-third increments over three years commencing 2/6/18 and
- (1) exempt from Section 16(b)under Rule 16b-3. The stock vests equally in one-third increments over three years commencing 2/6/18 and fully vesting on 2/6/20.
- (2) Includes 6.587 shares acquired under the Issuer's employee stock purchase plan in June and December 2016.
- (3) Restricted stock withheld by Issuer to satisfy minimum tax withholding obligation on vesting of restricted stock.
- (4) This option vests 33-1/3% each year over a three year period commencing on 2/6/18.

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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