# As filed with the Securities and Exchange Commission on May 16, 1996

### Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

LANDAIR SERVICES, INC.

(Exact name of registrant as specified in its charter)

TENNESSEE

62-1120025

(State or other jurisdiction of

(I.R.S. Employer Identification No.)

incorporation or organization)

430 AIRPORT ROAD

GREENEVILLE, TENNESSEE (Address of Principal Executive Offices)

37745 (Zip Code)

LANDAIR SERVICES, INC.
AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN
(Full title of the plan)

RICHARD H. ROBERTS
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
LANDAIR SERVICES, INC.
430 AIRPORT ROAD
GREENEVILLE, TENNESSEE 37745
(Name and address of agent for service)

(423) 639-7196

(Telephone number, including area code, of agent for service)

<TABLE>

<CAPTION>

#### CALCULATION OF REGISTRATION FEE

PROPOSED MAXIMUM PROPOSED MAXIMUM									
TITLE OF SEC		AMOUNT TO BE	OFFERING PRICE	AGGREGATE	AMOUNT OF				
TO BE REGIST	TERED .	REGISTERED 	PER SHARE (*)	OFFERING PRICE	REGISTRATION FEE				
<s></s>	<c></c>	<c></c>	<c></c>	<c></c>					
Common Stock, par value									
\$.01 per share	400,00	0 \$14.375	\$5,750,000	\$1,982.75					

</TABLE>

\* Estimated solely for the purpose of determining the amount of the registration fee. Such estimate has been calculated in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, and is based on the average of the high and low price per share of the Registrant's Common Stock as reported on the Nasdaq National Market on May 13, 1996.

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering additional shares of common stock, \$.01 par value, of Landair Services, Inc., a Tennessee corporation (the "Registrant"), for the Landair Services, Inc. Amended and Restated Stock Option and Incentive Plan. The Registrant's previously filed Registration Statement on Form S-8 (No. 33-77944) as filed with the Commission on April 21, 1994 is hereby incorporated by reference.

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Richard H. Roberts is Senior Vice President, General Counsel, Secretary and a director of the Registrant.

Item 8. Exhibits.

<TABLE>

See Exhibit Index (page II-4)
SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greeneville, State of Tennessee, on May 16, 1996

### LANDAIR SERVICES, INC.

By: /s/ Scott M. Niswonger
Scott M. Niswonger, Chairman,
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints Scott M. Niswonger, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<caption></caption>				
NAME	CAPACITY	DA	DATE	
<s></s>	 <c></c>	 <c></c>		
/s/ Scott M. Niswonger	Chairman, Preside		May 16, 1996	
Scott M. Niswonger		(Principal Executive Officer)		
/s/ Edward W. Cook	Chief Financial Of		May 16, 1996	
Edward W. Cook		Vice President, Treasurer and Director (Principal Financial ecounting Officer)		
/s/ Bruce A. Campbell	Executive Vice Pr Chief Operating C	*	May 16, 1996	
Bruce A. Campbell	and Director	7111 <b>00</b> 1		

			II-2			
<\$> /s/ Richard H. Roberts	Senior Vice Presid Counsel, Secretary		May 16, 1996			
Richard H. Roberts	Counsel, Secretar	, and Director				

	Director Ma		May	, 1996
James A. Cronin,				
/s/ Robert K. Gray		Director		May 16, 1996
Hon. Robert K. Gray				
/s/ Jack Kemp		Director		May 16, 1996
Hon. Jack Kemp				
/s/ Jorge L. Mas Canosa		Director		May 16, 1996
Hon. Jorge L. Mas C 				

				II-3 EXHIBIT INDEX					
	Amended and Restated Stock Option and Incentive Plan								
5 Opinion of Cor	Opinion of Counsel								
23.1 Consent of En	Consent of Ernst & Young LLP								
23.2 Consent of Co	Consent of Counsel (included in Exhibit 5 above)								
(a) Filed as an exhibit to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1995, filed with the Commission on August 14, 1995.

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24 Power of Attorney (included at page II-2 hereof) </TABLE>

#### Exhibit 5

## [LANDAIR SERVICES, INC. LETTERHEAD]

May 16, 1996

Securities and Exchange Commission 450 Fifth Street, NW Washington, DC 20549

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

I serve as General Counsel to Landair Services, Inc., a Tennessee corporation (the "Registrant"), and am acting in such capacity in connection with the registration under the Securities Act of 1933, as amended, of 400,000 shares of the Registrant's \$.01 par value Common Stock (the "Shares"). The Shares are being registered with the Securities and Exchange Commission under a Registration Statement on Form S-8 (the "Registration Statement") for issuance pursuant to the Landair Services, Inc. Amended and Restated Stock Option and Incentive Plan (the "Plan"), which is an exhibit to the Registration Statement. I am familiar with the Registration Statement and the Prospectus that forms a part of the Registration Statement.

Based on my review of the relevant documents and materials, it is my opinion that when the Registration Statement shall have been declared effective by order of the Securities and Exchange Commission and the Shares shall have been issued and sold upon the terms and conditions set forth in the Registration Statement and the Plan, the Shares will then be legally issued, fully paid and non-assessable.

I hereby consent to the inclusion of my opinion as Exhibit 5 to the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, I do not admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Richard H. Roberts Richard H. Roberts General Counsel

### Exhibit 23.1

# Consent of Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated Stock Option and Incentive Plan of Landair Services, Inc., of our report dated February 9, 1996, with respect to the consolidated financial statements and schedule of Landair Services, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Nashville, Tennessee May 3, 1996