

U.S. SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/X/ Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 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(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person\* Forward Air Corporation  
 (Last) (First) (Middle) 430 Airport Road  
 (Street) Greenville, Tennessee 37745  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol Landair Corporation (LAND)

3. IRS or Social Security Number of Reporting Person (Voluntary) N/A

4. Statement for Month/Year September 1998  
 (Month/Year) below

5. If Amendment, Date of Original Distribution N/A

6. Relationship of Reporting Person to Issuer (Check all applicable) Director X 10% Owner  
 Officer (give title below) X Other (Specify below) Parent Company & Sole Shareholder Until 9/23/98 Distribution

7. Individual or Joint/Group Filing (Check applicable line)  
 X Form filed by one Reporting Person  
 --- Form filed by more than one Reporting Person

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership |
|---------------------------------|--------------------------------------|--------------------------------|---|---|--|------------------------|
|---------------------------------|--------------------------------------|--------------------------------|---|---|--|------------------------|

|              |         |   |             |     |   |         |
|--------------|---------|---|-------------|-----|---|---------|
| Common Stock | 9/23/98 | J | 6,293,542 D | N/A | 0 | N/A N/A |
|--------------|---------|---|-------------|-----|---|---------|

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FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Transaction Code (Instr. 3, 4, and 5) | 5. Number of 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) | 8. Price of Derivative Security |
|--|---|--------------------------------|--|---|--|---|---------------------------------|
|--|---|--------------------------------|--|---|--|---|---------------------------------|

N/A

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| 1. Title of Derivative Security (Instr. 3) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|--|
|--|--|--|--|

Explanation of Responses:

FORWARD AIR CORPORATION

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. By: /s/ Edward W. Cook 10/9/98  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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\*\*Signature of Reporting Person Date  
Its: CFO

(J) Prior to the consummation of the distribution by the Reporting Person of all of the issued and outstanding shares of the Issuer's common stock ("the Common Stock") to the shareholders of the Reporting Person, the Reporting Person received 6,293,442 shares of the Common Stock in exchange for all of the assets and liabilities relating to the Reporting Person's truckload business. Thereafter in connection with the distribution, the Reporting Person distributed all of the Common Stock to the

Reporting Person's shareholders.

Note. File three copies of this form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.

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