

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 27, 2004

FORWARD AIR CORPORATION

(Exact name of registrant as specified in its charter)

Tennessee 000-22490 62-1120025

(State or other (Commission File Number) (I.R.S. Employer
jurisdiction of incorporation) Identification No.)

430 Airport Road
Greeneville, Tennessee 37745

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (423) 636-7000

Not Applicable

(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Exhibits:

The following exhibit is being furnished pursuant to Item 12:

99.1 Press Release dated July 27, 2004

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The Registrant has reported its financial results for the quarter and six months ended June 30, 2004. The Registrant's press release dated July 27, 2004 announcing the results is attached hereto as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORWARD AIR CORPORATION

Date: July 27, 2004

By: /s/ Andrew C. Clarke

Andrew C. Clarke
Chief Financial Officer
and Senior Vice President

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EXHIBIT INDEX

No.	Exhibit
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99.1	Press Release dated July 27, 2004

Forward Air Corporation Reports Record Results for Second Quarter 2004

GREENEVILLE, Tenn.--(BUSINESS WIRE)--July 27, 2004--Forward Air Corporation (Nasdaq/NM:FWRD):

- Revenue Growth of 15.5%
- Net Income Growth of 34.9%
- Operating Margin of 19.6%

Forward Air Corporation (Nasdaq/NM:FWRD) today reported record results for the second quarter ended June 30, 2004. The Company is a leading high-service-level contractor to the air cargo industry providing time-definite ground transportation services in the United States and Canada.

Operating revenue for the quarter ended June 30, 2004 increased 15.5% to a record \$68.4 million from \$59.2 million for the same quarter in 2003. Income from operations increased 34.0% to \$13.4 million compared with \$10.0 million in the prior-year quarter. As a percent of operating revenue, income from operations increased 270 basis points to a record 19.6% versus 16.9% last year. Net income for the second quarter of 2004 increased 34.9% to \$8.5 million versus \$6.3 million in the prior-year quarter. Diluted income per share for the second quarter of 2004 grew 34.4% to \$0.39 compared with \$0.29 in the prior-year quarter.

Operating revenue for the six months ended June 30, 2004 increased 14.6% to \$132.7 million from \$115.8 million for the same period in 2003. Income from operations increased 29.6% to \$24.1 million compared with \$18.6 million in the prior-year period. As a percent of operating revenue, income from operations increased 220 basis points to 18.2% for the first six months of 2004 compared to 16.0% for the same period in 2003. Net income for the first six months of 2004 increased 29.7% to \$15.3 million versus \$11.8 million in the prior-year period. Diluted income per share for the first six months of 2004 grew 29.6% to \$0.70 compared with \$0.54 in the prior-year period.

Commenting on the Company's second quarter results, Bruce A. Campbell, President and Chief Executive Officer, said "My congratulations to the entire Forward Air team for delivering an outstanding quarter. These results are indicative of the strength of our people and our service offerings. During the quarter, we produced the highest quarterly revenue figure in our history and achieved an all time high operating margin of 19.6%. The airport-to-airport network grew at nearly 15%, while logistics and accessorial revenue increased by approximately 29% and 12%, respectively."

Review of Financial Results

Forward Air Corporation will hold a conference call to discuss second quarter 2004 results on Wednesday, July 28, 2004, at 9:00 a.m. EDT. The conference call will be available online at www.forwardair.com or by dialing (888) 665-6553. A replay of the conference call will be available at www.forwardair.com beginning shortly after the completion of the live call.

FORWARD AIR CORPORATION
Condensed Statements of Income (Unaudited)
(In thousands, except per share data)

	Three months ended		Six months ended	
	6/30/04	6/30/03	6/30/04	6/30/03
Operating revenue	\$68,410	\$59,174	\$132,713	\$115,820
Operating expenses:				
Purchased transportation	27,925	24,698	54,919	48,655
Salaries, wages and employee benefits	15,110	13,424	29,783	26,422

Operating leases	3,191	3,289	6,453	6,375
Depreciation and amortization	1,696	1,775	3,395	3,552
Insurance and claims	1,827	1,308	3,249	2,632
Other operating expenses	5,257	4,663	10,776	9,596

	55,006	49,157	108,575	97,232

Income from operations	13,404	10,017	24,138	18,588
Other income, net	208	143	371	268

Pre-tax income	13,612	10,160	24,509	18,856
Income taxes	5,104	3,811	9,194	7,072

Net income	\$8,508	\$6,349	\$15,315	\$11,784
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Income per share:

Basic	\$0.40	\$0.30	\$0.71	\$0.55
Diluted	\$0.39	\$0.29	\$0.70	\$0.54

Weighted average shares
outstanding:

Basic	21,497	21,276	21,503	21,251
Diluted	21,798	21,664	21,779	21,629

FORWARD AIR CORPORATION
Condensed Balance Sheet
(In thousands)

	6/30/04	12/31/03

Assets:	Unaudited	Audited (a)
Cash and short-term investments	\$99,866	\$86,539
Other current assets	40,399	36,627
Property and equipment, net	32,770	32,912
Other assets	19,093	19,009

Total assets	\$192,128	\$175,087

Liabilities and shareholders' equity:		
Current liabilities	\$20,919	\$20,290
Long-term obligations	8,914	7,089
Shareholders' equity	162,295	147,708

Total liabilities and shareholders' equity	\$192,128	\$175,087

(a) Taken from audited financial statements, which are not presented in their entirety.

Important Information

This press release contains "forward-looking statements," as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are statements other than historical information or statements of current condition and relate to future events or our future financial performance. Some forward-looking statements may be identified by use of such terms as "believes," "anticipates," "intends," "plans," "estimates," "projects" or "expects." Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The following is a list of

factors, among others, that could cause actual results to differ materially from those contemplated by the forward-looking statements: economic factors such as recessions, inflation, higher interest rates and downturns in customer business cycles, our inability to maintain our historical growth rate because of a decreased volume of freight moving through our network or decreased average revenue per pound of freight moving through our network, increasing competition and pricing pressure, surplus inventories, loss of a major customer, the creditworthiness of our customers and their ability to pay for services rendered, our ability to secure terminal facilities in desirable locations at reasonable rates, the inability of our information systems to handle an increased volume of freight moving through our network, changes in fuel prices, claims for property damage, personal injuries or workers' compensation, employment matters including rising health care costs, enforcement of and changes in governmental regulations, environmental and tax matters, the handling of hazardous materials, the availability and compensation of qualified independent owner-operators and freight handlers needed to serve our transportation needs and our inability to successfully integrate acquisitions. As a result of the foregoing, no assurance can be given as to future financial condition, cash flows or results of operations. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

CONTACT: Forward Air Corporation, Greeneville
Andrew C. Clarke, 423-636-7000