| FORM · | 4 |
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| Check this box if no |
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| longer subject to |
| Section 16. Form 4 or |
| Form 5 obligations |
| may continue. See |
| Instruction 1(b). |

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (I Time of Type Response | \$) | | | | | | | | | | | |
|---------------------------------------|---|------------------|--|---------------------------------------|------|--|---------------|-----------------------------|---|---------------------------|------------|--|
| 1. Name and Address of MUNDY RAY A | 2. Issuer Name an FORWARD AIR | | | 0.0 | ol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | | |
| (Last) 430 AIRPORT ROA | (First) | (Middle) | 3. Date of Earliest T 12/11/2011 | ransaction | (Mon | th/Day/Y | ear) | Officer (give title below)O | Other (specify bel | ow) | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| GREENEVILLE, TN 37745 | | | | | | | | | | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | |
| 1.Title of Security | | 2. Transaction | 2A. Deemed | 3. Transaction 4. Securities Acquired | | | | | 5. Amount of Securities | 6. | 7. Nature | |
| (Instr. 3) | | Date | Execution Date, if | | | - | | | Beneficially Owned Following | Ownership | | |
| | | (Month/Day/Year) | any | (Instr. 8) | | (Instr. 3, 4 and 5) | | | Reported Transaction(s) | Form: | Beneficial | |
| | | | (Month/Day/Year) | | | | | | (Instr. 3 and 4) | Direct (D) or Indirect | | |
| | | | | Code | v | Amount | (A) or (D) | Price | | (1) (Instr. 4) | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of information

Persons who respond to the collection of information SEC 1474 (9-02) 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 | 3A. Deemed | 4. | | 5. Num | Number 6. Date Exercisable | | 7. Title and | | 8. Price of | 9. Number of | 10. | 11. Nature | |
| Derivative | Conversion | Date | Execution Date, if | Transact | ion | of | | and Expirati | on Date | Amount of | | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | | Derivat | ive | (Month/Day | /Year) | Underlying | | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) |) | Securit | ies | | | Securities | | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | Acquir | ed | | | (Instr. 3 and | 14) | | Owned | Security: | (Instr. 4) |
| | Security | | | | | (A) or | | | | | | | Following | Direct (D) | |
| | | | | | | Dispos | ed | | | | | | 1 | or Indirect | |
| | | | | | | of (D) | | | | | | | Transaction(s) | · · | |
| | | | | | | (Instr. 3 | 3, 4, | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | | and 5) | | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Date | Expiration | | or | | | | |
| | | | | | | | | Exercisable | Expiration Date | | Number | | | | |
| | | | | | | | | | Dute | | of | | | | |
| | | | | Code | V | (A) | (D) | | | | Shares | | | | |
| Dividend | | | | | | | | | | C | | | | | |
| Equivalent | \$ 0 <u>(1)</u> | 12/11/2011 | | А | | 6.073 | | <u>(1)</u> | <u>(1)</u> | Common Stock | 6.073 | \$ 0 | 46.834 | D | |
| Rights | ΨŬ | | | | | | | | | Stock | | ÷ Ŭ | | | |
| Rights | | | | | | | | | | | | | | | |

Reporting Owners

| | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| MUNDY RAY A 430 AIRPORT ROAD GREENEVILLE, TN 37745 | х | | | | | | |

Signatures

| /s/ Michael P. McLean, Attorney-in-Fact | 12/13/2011 |
|---|------------|
| **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).

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