

LANDAIR CORP  
Form SC TO-C  
December 17, 2002

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549**

**SCHEDULE TO  
(RULE 14d-100)**

TENDER OFFER STATEMENT UNDER  
SECTION 14(d) (l) OR 13(e) (l)  
OF THE SECURITIES EXCHANGE ACT OF 1934

**LANDAIR CORPORATION**  
(Name of Subject Company (Issuer) )

**SCOTT M. NISWONGER (Offeror)**  
**JOHN A. TWEED (Offeror)**

(Names of Filing Persons (Identifying Status as Offeror, Issuer or Other Person) )

**Common Stock, par value \$.01 per share**  
(Title of Class of Securities)

**514757103**  
(CUSIP Number of Class of Securities)

**Scott M. Niswonger**  
**Chief Executive Officer**  
**Landair Corporation**  
**430 Airport Road**  
**Greeneville, TN 37745**  
**(423) 783-1300**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

**COPY TO:**  
**William C. Argabrite**  
**Hunter, Smith & Davis LLP**  
**1212 North Eastman Road**  
**P.O. Box 3740**  
**Kingsport, Tennessee 37664**  
**(423) 378-8829**

**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee</b>
N/A	N/A

- o Check the box if any part of the fee is offset as provided by Rule 0-11 (a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.

Filing Party:Not applicable.

## Edgar Filing: LANDAIR CORP - Form SC TO-C

Form or Registration No.: Not applicable.

Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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ITEM 1. EXHIBITS.

SIGNATURE

EXHIBIT INDEX

PRESS RELEASE

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ITEM 1. EXHIBITS.

99.1 Text of Press Release issued on December 17, 2002.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

/s/ Scott M. Niswonger

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Scott M. Niswonger

/s/ John A. Tweed

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John A. Tweed

Dated: December 17, 2002

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**EXHIBIT INDEX**

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
99.1	Text of Press Release issued on December 17, 2002.