Objective: To establish a cohort of high-risk individuals suitable for HIV-prevention trials, and to measure changes in sexual behaviour and sexually transmitted disease (STD) incidence after a behavioural intervention. Design: Prospective cohort study in trucking company depots in Mombasa, Kenya. Participants: A total of 556 male HIV-seronegative employees of trucking companies. Interventions: HIV serological testing, individual counseling, condom promotion, STD diagnosis and management. Main outcome measures: Sexual risk behaviour and symptomatic STD incidence. Results: Using time-trend modelling, significant declines in self-reported high-risk sexual behaviour were demonstrated during a 1-year follow-up. The percentage of men reporting any extramarital sex during the 3-month period prior to a follow-up visit decreased from 49% during the first quarter of follow-up to 36% during the last quarter (P < 0.001). The decline in reported female sex worker contact was from 12% to 6% (P = 0.001). Approximately 30% of men reported consistent condom use during extramarital sex and this percentage remained unchanged during the study period. The incidence of STD declined from 34 per 100 person years (PY) during the first quarter to 10 per 100 PY during the last quarter (P = 0.001). Significant reductions in gonorrhoea (15 to five cases per 100 PY, P = 0.04), non-gonococcal urethritis (10 to two cases per 100 PY, P = 0.05), and genital ulcer disease (nine to two cases per 100 PY, P = 0.02) were observed. Conclusions: Among truck company workers who participated in a cohort study in Mombasa, Kenya, there was a significant decrease in sex with high-risk partners, but no change in condom use. The change in heterosexual risk behaviour was accompanied by a significant decrease in incidence of gonorrhoea, non-gonococcal urethritis, and genital ulcer disease. PIP: 556 male HIV-seronegative male employees of trucking companies in Mombasa, Kenya, were exposed to HIV serological testing, individual counseling, condom promotion, and sexually transmitted disease (STD) diagnosis and management, and returned for at least one follow-up visit in a prospective study to measure changes in sexual behavior and STD incidence after the intervention. There was a significant decrease in sex with high-risk partners over the 1-year period of follow-up, but no change in condom use among study participants; 30% of men reported consistent condom use during extramarital sex throughout the study period. The change in heterosexual risk behavior was accompanied by a significant decrease in the incidence of gonorrhea, nongonococcal urethritis, and genital ulcer disease. The percentage of men reporting extramarital sex decreased from 49% to 36%, while contact with female prostitutes declined from 12% to 6%.