

HEARTLAND EXPRESS INC

Form 4

June 10, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gordon Scott A.

2. Issuer Name **and** Ticker or Trading  
Symbol  
HEARTLAND EXPRESS INC  
[HTLD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
901 N. KANSAS AVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CIO of Subsidiary

NORTH LIBERTY, IA 52317

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/15/2015		A	(A) or (D) Price 607,372 (1)	A (2) 692,168 (1)	I (3)	Trustee by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	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 (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gordon Scott A. 901 N. KANSAS AVE NORTH LIBERTY, IA 52317			CIO of Subsidiary	

## Signatures

/s/Scott A. Gordon, by Chris Strain, attorney-in-fact, pursuant to a POA filed  
herewith

06/09/2015

\_\_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).

The reported securities were received in an exempt transaction as the remaining consideration for 100% of the reporting person's stock in Gordon Trucking, Inc. ("GTI") in connection with the purchase of 100% of GTI's outstanding stock by Heartland Express, Inc., of Iowa ("HEIA"), a wholly-owned subsidiary of the registrant, along with cash received. The number of shares that the reporting person was

(1) entitled to acquire was determined with reference to a \$14.37 per share value, which represents the average closing price of the registrant's common stock on the Nasdaq Global Select Market for the ten trading days ended on November 8, 2013. Based on the total amount of cash and stock of the registrant paid in connection with the purchase of 100% of GTI's outstanding stock, the GTI stock sold by the reporting person, including GTI stock held by the SAG GST Trust, had a value of approximately \$71,250,000.

Pursuant to the terms of the definitive purchase agreement, the reporting person received the reported securities (the "Escrow Shares") upon the release of such shares from an escrow account established in connection with such purchase agreement. Prior to their release, the

(2) Escrow Shares were held in the name of an escrow agent for the benefit of HEIA, and the reporting person's receipt of the Escrow Shares was subject to certain conditions provided in the definitive purchase agreement.

(3) Shares are held directly by the SAG GST Trust, of which the reporting person is the trustee and a beneficiary.

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

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