

HEARTLAND EXPRESS INC
 Form 4
 September 03, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERDIN MICHAEL J

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 NORTH KANSAS AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

NORTH LIBERTY, IA 52317

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/11/2014		G ⁽¹⁾	V 889,452 D \$ 0 18,325,521	I	Trustee of GRATs	
Common Stock	08/11/2014		G ⁽²⁾	V 181,307 D \$ 0 18,144,214	I	Trustee of GRATs	
Common Stock	08/19/2014		G ⁽³⁾	V 164,205 D \$ 0 17,980,009	I	Trustee of GRATs	
Common Stock	08/19/2014		G ⁽⁴⁾	V 944,002 D \$ 0 17,036,007	I	Trustee of GRATs	
Common Stock	08/11/2014		G ⁽⁵⁾	V 401,672 A \$ 0 7,545,256	I	Beneficiary of Trust ⁽⁶⁾	

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Common Stock	08/19/2014		G ⁽⁷⁾	V	501,560	A	\$ 0	8,046,816	I	Beneficiary of Trust ⁽⁶⁾
Common Stock								29,984	I	Trustee of Trust ⁽⁸⁾
Common Stock								2,043,372	I	Beneficiary of Trust ⁽⁹⁾
Common Stock								562,669	I	Beneficiary of Trust ⁽¹⁰⁾

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

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(9-02)

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

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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERDIN MICHAEL J 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317	X	X	Chief Executive Officer	

Signatures

/S/Michael J.
Gerdin

09/03/2014

**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) An annuity distribution of 889,452 shares including a remainder of interest of 401,672 shares was made from a grantor retained annuity trust created for the benefit of Ann Gerdin. The reporting person serves as trustee over this GRAT and has no pecuniary interest other than in the remainder interest. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRAT. This transaction does not constitute a gift to the reporting person. Beneficial ownership is disclaimed.

(2) An annuity distribution of 181,307 shares was made from a grantor retained annuity trust created for the benefit of Ann Gerdin. The reporting person serves as trustee over this GRAT and has no pecuniary interest other than in the remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRAT. This transaction does not constitute a gift to the reporting person. Beneficial ownership is disclaimed.

(3) An annuity distribution of 164,205 shares was made from a grantor retained annuity trust created for the benefit of Ann Gerdin. The reporting person serves as trustee over this GRAT and has no pecuniary interest other than a remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRAT. This transaction does not constitute a gift to the reporting person. Beneficial ownership is disclaimed.

(4) An annuity distribution of 944,002 shares including a remainder of interest of 501,560 shares was made from a grantor retained annuity trust created for the benefit of Ann Gerdin. The reporting person serves as trustee over this GRAT and has no pecuniary interest other than in the remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRAT. This transaction does not constitute a gift to the reporting person. Beneficial ownership is disclaimed.

(5) A remainder interest of 401,672 shares was distributed from a grantor retained annuity trust created for the benefit of Ann Gerdin to the 2009 Gerdin Heartland Trust.

(6) The reporting person is one of the beneficiaries of the 2009 Gerdin Heartland Trust. Mr. Gerdin does not have voting and dispositive powers with respect to the trust. Lawrence D. Crouse serves as trustee. Beneficial ownership is disclaimed.

(7) A remainder interest of 501,560 shares was distributed from a grantor retained annuity trust created for the benefit of Ann Gerdin to the 2009 Gerdin Heartland Trust.

(8) The reporting person is trustee over shares held by trusts created for the benefit of his children. As trustee, Mr. Gerdin has shared voting and dispositive powers with respect to each trust. Beneficial ownership is disclaimed.

(9) The reporting person is one of the beneficiaries of the 2005 Gerdin Children's Trust. Mr. Gerdin does not have voting and dispositive powers with respect to this trust. Lawrence D. Crouse serves as trustee. Beneficial ownership is disclaimed.

(10) The reporting person is one of the beneficiaries of the 2007 Gerdin Heartland Trust. Mr. Gerdin does not have voting and dispositive powers with respect to this trust. Lawrence D. Crouse serves as trustee. Beneficial ownership is disclaimed.

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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