

GERDIN RUSSELL A

Form 4

August 15, 2011

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GERDIN RUSSELL 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 NORTH KANSAS AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/11/2011

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

NORTH LIBERTY, IA 52317

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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)
Common Stock	08/11/2011		G <sup>(1)</sup>	V 2,000,000 D \$ 0	6,773,194	I	By Trust
Common Stock	08/11/2011		G <sup>(1)</sup>	V 2,000,000 D \$ 0	4,773,194	I	By Trust (2)
Common Stock					20,077,561	I	By GRATs (3)
Common Stock					1,936,276	I	By, GFI,LP (4)

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

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SEC 1474  
(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 Beneficially Owned Following the Transaction (Instr. 10)
				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
GERDIN RUSSELL A 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317	X	X	Chief Executive Officer	
Gerdin Ann S 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317				spouse

## Signatures

/s/Russell A.  
Gerdin 08/15/2011

\_\_Signature of  
Reporting Person Date

/s/Ann S. Gerdin 08/15/2011

\_\_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) Ann S. Gerdin transferred 2,000,000 shares each to two grantor retained annuity trusts for her benefit. Michael J. Gerdin serves as trustee over these two GRATS and has no pecuniary interest other than an indirect remainder interest, if any.

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- (2) Shares owned by the revocable trusts of the reporting person and his spouse over which the reporting person and his spouse serve as trustees for their respective trusts.
- (3) Shares held by three grantor retained annuity trusts for the benefit of the spouse of the reporting person. Mr. Russell A. Gerdin serves as trustee with respect to each GRAT.  
  
Gerdin Family Investments, LP (the "GFI") owns a voting trust certificate representing 1,936,276 shares of Heartland Express, Inc. common stock. Mr. and Mrs. Gerdin are general partners of GFI. Although the entire number of shares controlled by GFI is disclosed herein (as permitted by SEC rules), Mr. and Mrs. Gerdin disclaim beneficial ownership of shares in excess of the number attributable to their ownership interest. Mr. and Mrs. Gerdin are not voting trustees and have no power to vote the shares in which GFI has an interest.
- (4)

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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