

CROUSE LAWRENCE D
Form 4
December 16, 2011

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 *
CROUSE LAWRENCE D

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)
PO BOX 480
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2011

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

BURKE, SD 57523
(City) (State) (Zip)

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

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 or (D) Price | | | |
| Common Stock | 12/14/2011 | | P ⁽¹⁾ | 133,000 A \$ 13.695 | 2,043,372 | I | Trustee of Trust ⁽²⁾ |
| Common Stock | 12/14/2011 | | P ⁽¹⁾ | 515,000 A \$ 13.695 | 7,015,000 | I | Trustee of Trusts ⁽³⁾ |
| Common Stock | | | | | 47,565 | D | |
| Common Stock | | | | | 49,660 | I | Trustee of Trust ⁽⁴⁾ |
| Common Stock | | | | | 1,936,276 | I | Voting Trustee ⁽⁵⁾ |

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Common Stock 562,669 I Trustee of Trust ⁽⁶⁾

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 Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| CROUSE LAWRENCE D PO BOX 480 BURKE, SD 57523 | X | X | | |

Signatures

/s/Lawrence D. Crouse 12/14/2011
 **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) The reported transactions were private purchases from the Ann S. Gerdin Revocable Trust and were not consummated on the open market.
- (2) The reporting person serves as trustee for shares held by the 2005 Gerdin Children's Trust but has no pecuniary interest in such shares. Beneficial ownership is disclaimed.

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- (3) The reporting person serves as trustee for shares held by the 2009 Gerdin Heartland Trust but has no pecuniary interest in such shares. Beneficial ownership is disclaimed.
The reporting person serves as trustee for shares held by trusts for the benefit of the grandchildren of Russell and Ann Gerdin in which
- (4) the reporting person has no pecuniary interest in such shares. Mr. Crouse has shared voting and dispositive power with respect to each trust. Beneficial ownership is disclaimed.
- (5) The reporting person serves as voting trustee for shares represented by a voting trust certificate held by Gerdin Family Investments, LP. Beneficial ownership is disclaimed.
- (6) The reporting person serves as trustee for shares held by the 2007 Gerdin Heartland Trust but has no pecuniary interest in such shares. 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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