

GERDIN MICHAEL J
Form 4
January 24, 2012

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2012

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 01/17/2012 | | J ⁽¹⁾ | V 859,425 D \$ 0 | 26,340,659 | I | Trustee of GRATs |
| Common Stock | | | | | 7,015,000 | I | Beneficiary of Trust ⁽²⁾ |
| Common Stock | | | | | 2,043,372 | I | Trustee of Trusts ⁽³⁾ |
| Common Stock | | | | | 14,898 | I | Beneficiary of Trust ⁽⁴⁾ |
| Common Stock | | | | | 562,669 | I | Beneficiary of Trust ⁽⁵⁾ |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GERDIN MICHAEL J | X | X | Chief Executive Officer | |

Signatures

/S/Michael J. Gerdin 01/23/2012
 **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 859,425 shares was made from a grantor retained annuity trust for the benefit of Ann Gerdin. These shares were distributed to the revocable trust of Mrs. Gerdin.
- (2) 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 this trust. Lawrence D. Crouse serves as trustee. Beneficial ownership is disclaimed.
- (3) 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.
- (4)

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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.

- (5) 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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