

CROUSE LAWRENCE D
Form 4
February 21, 2013

FORM 4

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

OMB APPROVAL

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2013

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

PO BOX 480

(Street)

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

BURKE, SD 57523

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	02/20/2013		G ⁽¹⁾	V	17,806	A	\$ 0	81,672	I	Trustee of Trusts ⁽²⁾
Common Stock								7,093,460	I	Trustee of Trust ⁽³⁾
Common Stock								2,043,372	I	Trustee of Trust ⁽⁴⁾
Common Stock								47,565	D	
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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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 (Instr. 5)
				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 02/21/2013
 **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 17,806 shares to trusts for the benefit of her grandchildren. Mr. Crouse serves as co-trustee of these trusts. The reporting person serves as co-trustee for shares held by trusts for the benefit of the grandchildren of Ann Gerdin in which the
- (2) 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.

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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.
- (4) 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.
- (5) The reporting person serves as voting trustee for shares represented by a voting 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.