

HEARTLAND EXPRESS INC
 Form 4
 November 13, 2013

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 *
 Gordon Steven M

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 N. KANSAS AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 COO of Subsidiary

NORTH LIBERTY, IA 52317
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 11/11/2013 | | A | 606,717 | A <u>(1)</u> 606,717 <u>(2)</u> | I <u>(3)</u> | Trustee and by Trust |

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)

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| 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | 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 |
| Gordon Steven M 901 N. KANSAS AVE. NORTH LIBERTY, IA 52317 | | | COO of Subsidiary | |

Signatures

/s/Steven M. Gordon, by Chris Strain, attorney-in-fact, pursuant to a POA previously filed

11/13/2013

__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).

The reported securities and cash were received as consideration for 100% of the reporting person's stock in Gordon Trucking, Inc. ("GTI") in connection with the purchase of 100% of GTI's outstanding stock by Heartland Express, Inc., of Iowa ("HEIA"), a wholly-owned subsidiary of the registrant. The number of shares of the registrant's common stock that the reporting person was entitled to

(1) acquire was determined with reference to a \$14.37 per share value, which represents the average closing price of the registrant's common stock on the Nasdaq Global Select Market for the ten trading days ending on November 8, 2013. Based on the amount of cash and stock of the registrant paid or to be paid in connection with the purchase of 100% of GTI's outstanding stock, the GTI stock sold by the reporting person, including GTI stock held by the SMG GST Trust, has a value of approximately \$71,250,000.

Pursuant to the terms of the definitive purchase agreement, the reporting person may receive additional shares (the "Escrow Shares") of the registrant's common stock upon the release of such shares from an escrow account established in connection with such purchase agreement. The Escrow Shares are held in the name of an escrow agent for the benefit of HEIA, and the reporting person's receipt of the

(2) Escrow Shares is subject to certain conditions provided in the definitive purchase agreement. The reporting person disclaims beneficial ownership of the Escrow Shares and the mention of Escrow Shares in this report shall not be deemed an admission of beneficial ownership of such shares for Section 16 or for any other purpose.

(3) Shares are held directly by the SMG GST Trust, of which the reporting person is the trustee and a beneficiary.

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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