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HEARTLAND PARTNERS L P
Form 8-K
April 22, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): April 21, 2005

Heartland Partners, L.P.
(Exact Name of Registrant as Specified in Charter)

Delaware	1-10520	36-3606475
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

330 N. Jefferson Court, Chicago, Illinois	60661
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (312) 575-0400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 2 - Financial Information

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard.

On April 21, 2005, Heartland Partners, L.P. (the "Company") received a letter from the American Stock Exchange ("Amex"), dated April 20, 2004, notifying the Company that it was not in compliance with Section 1101 of the Amex Company Guide (and accordingly was not in compliance with the Amex continued listing standards) because the Company had not yet filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (the "2004 Annual Report") with the

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Securities and Exchange Commission (the "SEC"). The letter states that the Company has until May 2, 2005 to file the 2004 Annual Report with the SEC. If the Company does not file the 2004 Annual Report by such date, the AMEX may commence a continuing listing evaluation and follow-up procedures. The Company is devoting substantial resources to complete and file the 2004 Annual Report with the SEC as soon as reasonably possible and to restore compliance with the AMEX continued listing standards.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

EXHIBIT -----	DESCRIPTION -----
99.1	Press Release of Heartland Partners, L.P. dated April 22, 2005 (filed herewith).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HEARTLAND PARTNERS, L.P.

Date: April 22, 2005

By: /s/ Lawrence S. Adelson

Lawrence S. Adelson
Manager of HTI Interests, LLC,
General Partner

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EXHIBIT INDEX

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