

HEARTLAND EXPRESS INC  
 Form 4  
 June 04, 2015

**FORM 4**

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

OMB APPROVAL

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**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)  
**901 NORTH KANSAS AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/10/2015**

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/10/2015		S <sup>(1)</sup>	V 3,737,500 D \$ 23.0375	4,309,316	I	Beneficiary of Trust <sup>(2)</sup>
Common Stock	06/04/2015		G <sup>(3)</sup>	V 493,422 A \$ 0	4,802,738	I	Beneficiary of Trust <sup>(2)</sup>
Common Stock	06/04/2015		G <sup>(4)</sup>	V 924,316 D \$ 0	14,145,906	I	Trustee of GRATs
Common Stock					29,984	I	Trustee of Trust <sup>(5)</sup>
Common Stock					2,043,372	I	Beneficiary of Trust <sup>(6)</sup>



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A remainder interest of 493,422 shares was distributed from a grantor retained annuity trust created for the benefit of Ann Gerdin to the 2009 Gerdin Heartland Trust.

- An annuity distribution of 924,316 shares, including a remainder interest of 493,422 shares, was made from a grantor retained annuity trust created for the benefit of Ann Gerdin. The reporting person serves as trustee over this GRAT and has no pecuniary interest other than a remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRAT. This transactions does not constitute a gift to the reporting person. Beneficial ownership is disclaimed.
- (4) 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 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.
  - (6) 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.
  - (7)

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.