COSAERT JOHN P
Form 4
February 21, 2006

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 *
COSAERT JOHN P

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HEARTLAND EXPRESS INC [HTLD]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/17/2006	02/17/2006	S		1,000	D	$ 24.65	51,809	D	
COMMON STOCK	02/17/2006	02/17/2006	S		1,000	D	$ 24.662	50,809	D	
COMMON STOCK	02/17/2006	02/17/2006	S		1,000	D	$ 24.687	49,809	D	
COMMON STOCK	02/17/2006	02/17/2006	S		1,000	D	$ 24.703	48,809	D	
COMMON STOCK	02/17/2006	02/17/2006	S		1,000	D	$ 24.698	47,809	D	

COMMON STOCK	02/17/2006	02/17/2006	S	1,000	D	$ 24.69	46,809	D
COMMON STOCK	02/17/2006	02/17/2006	S	1,000	D	$ 24.686	45,809	D
COMMON STOCK	02/17/2006	02/17/2006	S	1,000	D	$ 24.657	44,809	D
COMMON STOCK							12,000 (1)	D

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. Nu Deriv Secur Bene Owne 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
COSAERT JOHN P			EXECUTIVE VICE PRESIDENT	

Signatures

JOHN P COSAERT	02/21/2006
**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)	ITEM 5. Amount of Securities Beneficially Owned Following Reported Transacations. The 12,000 shares of Heartland Express, Inc. Common stock were received as a grant of a restricted stock award. The 12,000 shares are subject to vesting, forfeiture, and transfer restrictions over a two-year period beginning March 7, 2005. Mr. Cosaert has voting power but does not have dispositive power until vesting requirements are satisfied. Vesting, fortfeiture, and transfer restrictions will laspe as follows: 6,000 shares on March 7, 2006 and 6,000 shares on March 7, 2007.

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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