

HEARTLAND EXPRESS INC

Form 4

December 16, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)

NORTH LIBERTY, IA 52317

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2014

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

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

Chief Executive Officer

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)
Common Stock	12/12/2014		G ⁽¹⁾	V 918,165 D \$ 0	15,957,629	I	Trustee of GRATs
Common Stock					8,046,816	I	Beneficiary of Trust ⁽²⁾
Common Stock					29,984	I	Trustee of Trust ⁽³⁾
Common Stock					2,043,372	I	Beneficiary of Trust ⁽⁴⁾
Common Stock					562,669	I	Beneficiary of Trust ⁽⁵⁾

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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)

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 Repor 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
GERDIN MICHAEL J 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317	X	X	Chief Executive Officer	

Signatures

/S/Michael J.
Gerdin 12/16/2014

__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).

- An annuity distribution of 918,165 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 in the remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRAT. This transaction does not constitute a gift to the reporting person. Beneficial ownership is disclaimed.
- The reporting person is one of the beneficiaries of the 2009 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.
- 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.

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- (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 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.

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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