

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

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)

(Street)

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

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

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

(City) (State) (Zip)

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 or 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 |

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).

ITEM 5. Amount of Securities Beneficially Owned Following Reported Transactions. 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, forfeiture, 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.

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.