

HEARTLAND EXPRESS INC

Form 4

March 03, 2015

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 *
Gerdin Ann S

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)

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

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

901 NORTH KANSAS AVENUE

01/15/2014

(Street)

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

NORTH LIBERTY, IA 52317

(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 | 01/15/2014 | | G | | 946,624 ⁽¹⁾ | A | \$ 0 8,175,730 D ⁽²⁾ |
| Common Stock | 02/18/2014 | | G | | 8,280 ⁽³⁾ | D | \$ 0 8,167,450 D ⁽²⁾ |
| Common Stock | 05/21/2014 | | G | | 364,832 ⁽¹⁾ | A | \$ 0 8,532,282 D ⁽²⁾ |
| Common Stock | 06/30/2014 | | G | | 286,624 ⁽¹⁾ | A | \$ 0 8,818,906 D ⁽²⁾ |
| Common Stock | 08/11/2014 | | G | | 487,780 ⁽¹⁾ | A | \$ 0 9,306,686 D ⁽²⁾ |

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| | | | | | | | | |
|--------------|------------|-----|----------------|---|------|------------|-------|-------|
| Common Stock | 08/11/2014 | G | 181,307 (1) | A | \$ 0 | 9,487,993 | D (2) | |
| Common Stock | 08/19/2014 | G | 164,205 (1) | A | \$ 0 | 9,652,198 | D (2) | |
| Common Stock | 08/19/2014 | G | 442,442 (1) | A | \$ 0 | 10,094,640 | D (2) | |
| Common Stock | 12/01/2014 | G | 160,213 (1) | A | \$ 0 | 10,254,853 | D (2) | |
| Common Stock | 12/12/2014 | G | 918,165 (1) | A | \$ 0 | 11,173,018 | D (2) | |
| Common Stock | 01/15/2015 | G V | 887,407 (1) | A | \$ 0 | 12,060,425 | D (2) | |
| Common Stock | | | | | | 1,936,276 | I (4) | By LP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gerdin Ann S 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317 | | X | | |

Signatures

/s/ Ann S. Gerdin, by Thomas Hill, attorney-in-fact, pursuant to POA previously filed

03/03/2015

__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) Annuity distributions made from grantor retained annuity trusts with an independent trustee were made to Mrs. Gerdin's revocable trust.
- (2) Shares owned by the revocable trust of Mrs. Gerdin over which she serves as trustee.
- (3) A bona fide gift of 8,280 shares was made from Mrs. Gerdin's revocable trust.

Gerdin Family Investments, LP ("GFI" the "Limited Partnership") owns a voting trust certificate representing 1,936,276 shares of Heartland Express, Inc. Common Stock. Mrs. Gerdin is a general partner of the Limited Partnership. Although, the entire number of

- (4) shares controlled by the Limited Partnership is disclosed herein (as permitted by SEC rules), Mrs. Gerdin disclaims beneficial ownership of shares in excess of the number attributable to her ownership interest. Mrs. Gerdin is not the voting trustee and has no power to vote with the shares in which the Limited Partnership has an interest.

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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