

HEARTLAND EXPRESS INC
Form SC 13G/A
February 03, 2006

CUSIP No. 422347 10 4

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OMB APPROVAL

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 9)

HEARTLAND EXPRESS, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

422347 10 4
(CUSIP Number)

December 31, 2005
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*the remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1) Names of Reporting Persons S.S. or I.R.S. Identification Nos. of Above

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Persons RUSSELL A. GERDIN SS# 468-44-9511

- 2) Check the Appropriate Box if a Member of a Group N/A
 (a) []
 (b) []
- 3) SEC Use Only
- 4) Citizenship or Place of Organization: UNITED STATE OF AMERICA
- | | | | |
|--|----|--------------------------|-------------|
| Number of Shares | 5) | Sole Voting Power | 24,078,517 |
| Beneficially Owned by Each Reporting Person With | 6) | Shared Voting Power | 0 |
| | 7) | Sole Dispositive Power | 25,204,148* |
| | 8) | Shared Dispositive Power | 0 |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 25,204,148*
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares: N/A
- 11) Percent of Class Represented by Amount in Row 9: 34.1%
- 12) Type of Reporting Person: IN

*Mr. Gerdin owns 24,078,517 shares directly. An additional 1,125,631 shares are owned by a voting trust, the voting trust certificates of which are held by Gerdin Family Investments, L.P. Mr. Gerdin is the general partner. Mr. Gerdin is not the voting trustee and has no power to vote the shares held by the voting trust. Mr. Gerdin does have dispositive power over the voting trust certificates. An additional 4,000,000 shares are owned by Grantor Retained Annuity Trusts. Mr. Gerdin does not serve as trustee nor does he have voting or dispositive power. Accordingly, these 4,000,000 shares are not included above.

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SCHEDULE 13 G

Item 1.

- | | | |
|----|--|-------------------------|
| a. | Name of Issuer: | Heartland Express, Inc. |
| b. | Address of Issuer's Principal Executive Offices: | 2777 Heartland Drive |

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Coralville, IA 52241

Item 2.

| | | |
|----|---------------------------------------|--|
| a. | Name of Person Filing: | Russell A. Gerdin |
| b. | Address of Principal Business Office: | 2777 Heartland Drive Coralville, IA 52241 |
| c. | Citizenship: | United States of America |
| d. | Title of Class of Securities: | Common Stock |
| e. | CUSIP Number: | 422347 10 4 |

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b), check whether the Person filing is a: N/A

Item 4. Ownership. The following information pertains as of December 31, 2005:

| | | |
|----|---|-------------|
| a. | Amount Beneficially Owned: | 25,204,148* |
| b. | Percent of Class: | 34.1% |
| c. | Number of Shares as to which such person has: | |
| | (i) sole power to vote or to direct the vote: | 24,078,517* |
| | (ii) shared power to vote or to direct the vote: | 0 |
| | (iii) sole power to dispose or to direct the disposition of: | 25,204,148* |
| | (iv) shared power to dispose or to direct the disposition of: | 0 |

Item 5. Ownership of Five Percent or Less of a Class. N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person. N/A

*Mr. Gerdin owns 25,204,148 shares directly. An additional 1,125,631 shares are owned by a voting trust, the voting trust certificates of which are held by Gerdin Family Investments, L.P. Mr. Gerdin is the general partner. Mr. Gerdin is not the voting trustee and has no power to vote the shares held by the voting trust. Mr. Gerdin does have dispositive power over the voting trust certificates. An additional 4,000,000 shares are owned by Granter Retained Annuity Trusts. Mr. Gerdin does not serve as trustee nor does he have voting or dispositive power. Accordingly, these 4,000,000 shares are not included above.

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. N/A

Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group. N/A

Item 10. Certification. N/A

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, and complete and correct.

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February 3, 2006

Date

/s/Russell A. Gerdin

Signature

Russell A. Gerdin, President and Secretary

Name and Title

End of Report