#### **HEARTLAND EXPRESS INC**

Form 4 June 04, 2015

# FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* GERDIN MICHAEL J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

**HEARTLAND EXPRESS INC** 

(Check all applicable)

[HTLD]

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

X\_ Officer (give title below)

\_X\_ Director

\_X\_\_ 10% Owner \_\_ Other (specify

901 NORTH KANSAS AVENUE

(State)

03/10/2015

Chief Executive Officer

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

(Street)

Filed(Month/Day/Year)

### NORTH LIBERTY, IA 52317

(C:tr.)

(City)	(State)	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)	Code (Instr. 8		4. Securities Ann Disposed of (Instr. 3, 4 and Amount	D)	red (A) or	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	03/10/2015		S(1)	•	3,737,500	D	\$ 23.0375	4,309,316	I	Beneficiary of Trust (2)
Common Stock	06/04/2015		$G^{(3)}$	V	493,422	A	\$ 0	4,802,738	I	Beneficiary of Trust (2)
Common Stock	06/04/2015		$G^{(4)}$	V	924,316	D	\$ 0	14,145,906	I	Trustee of GRATs
Common Stock								29,984	I	Trustee of Trust (5)
Common Stock								2,043,372	I	Beneficiary of Trust (6)

Common Stock Seneficiary of Trust  $\underline{(7)}$ 

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.

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(Instr. 3, 4, and 5)  (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 X
NORTH LIBERTY, IA 52317

X Chief Executive Officer

## **Signatures**

/S/Michael J. 06/04/2015 Gerdin

\*\*Signature of Date
Reporting Person

## **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) Transaction represents a sale by the 2009 Gerdin Heartland Trust and was previously reported by the trustee of the trust.
- (2) 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.

**(3)** 

Reporting Owners 2

#### Edgar Filing: HEARTLAND EXPRESS INC - Form 4

A remainder interest of 493,422 shares was distributed from a grantor retained annuity trust created for the benefit of Ann Gerdin to the 2009 Gerdin Heartland Trust.

- An annuity distribution of 924,316 shares, including a remainder interest of 493,422 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 a remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRAT. This transactions does not constitute a gift to the reporting person. Benefical ownership is disclaimed.
- (5) 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.
- (6) 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.
- (7) 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. 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.