

HEARTLAND EXPRESS INC
Form 4
March 12, 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 *
CROUSE LAWRENCE D

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)
PO BOX 480

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2015

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

BURKE, SD 57523

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/10/2015		S		3,737,500	D	\$ 23.0375
Common Stock					4,309,316	I	
Common Stock					89,952	I	
Common Stock					2,043,372	I	
Common Stock					47,565	D	

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Common Stock	1,936,276	I	Voting Trustee (4)
Common Stock	562,669	I	Trustee of Trust (5)

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

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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. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROUSE LAWRENCE D PO BOX 480 BURKE, SD 57523	X	X		

Signatures

/s/Lawrence D. Crouse, by Thomas E. Hill, pursuant to power of attorney filed herewith

03/12/2015

**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).

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- (1) The reporting person serves as trustee for shares held by the 2009 Gerdin Heartland Trust but has no pecuniary interest in such shares. Beneficial ownership is disclaimed.
The reporting person serves as co-trustee for shares held by trusts for the benefit of the grandchildren of Ann Gerdin in which the
- (2) reporting person has no pecuniary interest in such shares. Mr. Crouse has shared voting and dispositive power with respect to each trust. Beneficial ownership is disclaimed.
- (3) The reporting person serves as trustee for shares held by the 2005 Gerdin Children's Trust but has no pecuniary interest in such shares. Beneficial ownership is disclaimed.
- (4) The reporting person serves as voting trustee for shares represented by a voting certificate held by the Gerdin Family Investments, LP, Beneficial ownership is disclaimed.
- (5) The reporting person serves as trustee for shares held by the 2007 Gerdin Heartland Trust but has no pecuniary interest in such shares. 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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