

GERDIN RUSSELL A  
Form 4  
February 02, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 RUSSELL A

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)  
901 NORTH KANSAS AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2010

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

NORTH LIBERTY, IA 52317

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 (D) Price  |   |  |   |
| Common Stock                    | 12/13/2010                           |  | J(4)                           | V 221,554 D \$ 0  | 21,609,057  | I (1)  | By Trust  |
| Common Stock                    | 01/18/2011                           |  | J(4)                           | V 226,532 D \$ 0  | 21,382,525  | I (1)  | By Trust  |
| Common Stock                    | 12/13/2010                           |  | J(4)                           | V 221,554 A \$ 0  | 7,256,698   | I (2)  | By Trust  |
| Common Stock                    | 01/18/2011                           |  | J(4)                           | V 226,532 A \$ 0  | 7,483,230   | I (2)  | By Trust  |
| Common Stock                    |                                      |  |                                |   | 1,936,276   | I (3)  | By GFI, LP  |

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

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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) | 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 Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |        |
|--|---------------|-----------|-------------------------|--------|
|  | Director      | 10% Owner | Officer                 | Other  |
| GERDIN RUSSELL A<br>901 NORTH KANSAS AVENUE<br>NORTH LIBERTY, IA 52317 | X             | X         | Chief Executive Officer |        |
| Gerdin Ann S<br>901 NORTH KANSAS AVENUE<br>NORTH LIBERTY, IA 52317     |               |           |                         | spouse |

## Signatures

/s/Russell A. Gerdin 01/31/2011  
 \*\*Signature of Reporting Person Date

/s/Ann S. Gerdin 01/31/2011  
 \*\*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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Shares held by grantor retained annuity trusts for the benefit of the spouse of the reporting person. Mr. Gerdin serves as trustee with respect to each trust.

- (2) Shares owned by the revocable trusts of the reporting person and his spouse over which the reporting person and his spouse serve as trustees for their respective trusts.  

Gerdin Family Investments, LP (the "GFI") owns a voting trust certificate representing 1,936,276 shares of Heartland Express, Inc. common stock. Mr. and Mrs. Gerdin are general partners of GFI. Although the entire number of shares controlled by GFI is disclosed herein (as permitted by SEC rules), Mr. and Mrs. Gerdin disclaim beneficial ownership of shares in excess of the number attributable to their ownership interest. Mr. and Mrs. Gerdin are not voting trustees and have no power to vote the shares in which GFI has an interest.
- (3) Gerdin Family Investments, LP (the "GFI") owns a voting trust certificate representing 1,936,276 shares of Heartland Express, Inc. common stock. Mr. and Mrs. Gerdin are general partners of GFI. Although the entire number of shares controlled by GFI is disclosed herein (as permitted by SEC rules), Mr. and Mrs. Gerdin disclaim beneficial ownership of shares in excess of the number attributable to their ownership interest. Mr. and Mrs. Gerdin are not voting trustees and have no power to vote the shares in which GFI has an interest.
- (4) Annuity distributions of 448,086 shares were made from grantor retained annuity trusts for the benefit of Ann Gerdin. These shares were distributed to the revocable trust of Mrs. Gerdin.

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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