HEARTLAND EXPRESS INC

Form 4 July 05, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

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

(First)

(Street)

901 NORTH KANSAS AVENUE

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

HEARTLAND EXPRESS INC

[HTLD]

3. Date of Earliest Transaction

(Month/Day/Year)

06/28/2013

Filed(Month/Day/Year)

(Check all applicable) _X_ Director

_X__ 10% Owner __Other (specify _X__ Officer (give title _

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

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)	Code	Cransactionor Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/28/2013		G(1)	V	214,823	D	\$0	26,015,385	I	Trustee of GRATs	
Common Stock	07/03/2013		G(2)	V	2,790,376	D	\$0	23,225,009	I	Trustee of GRATs	
Common Stock	07/03/2013		G(3)	V	50,124	A	\$ 0	7,143,584	I	Beneficiary of Trust (4)	
Common Stock								27,224	I	Trustee of Trust (5)	
Common Stock								2,043,372	I	Beneficiary of Trust (6)	

Common Stock Seneficiary of Trust $\frac{(7)}{(1)}$

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amount Underly Securiti (Instr. 3	t of ving es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Number		

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other

GERDIN MICHAEL J
901 NORTH KANSAS AVENUE X X Chief Executive Officer
NORTH LIBERTY, IA 52317

Signatures

/S/Michael J.
Gerdin

**Signature of Date

**Signature of
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).

An annuity distribution of 214,823 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 transaction does not constitute a gift to the reporting person. Benefical ownership is disclaimed.

Reporting Owners 2

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- An annuity distribution of 2,790,376 shares including a remainder interest of 50124 shares was made from a grantor retained annuity trust created for the benefit of Ann Gerdin. The reporting person served as trustee over this GRAT and had no pecuniary interest other than in the remainder interest. As trustee, Mr. Gerdin had voting and dispositive powers with respect to the GRAT. This transaction does not constitute a gift to the reporting person. Benefical ownership is disclaimed.
- (3) A remainder interest of 50,124 shares was distributed from a grantor retained annuity trust created for the benefit of Ann Gerdin to the 2009 Gerdin Heartland trust.
- (4) 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.
- (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.