

GERDIN RUSSELL A
Form 4
August 15, 2011

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 *
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)
08/11/2011

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 (A) or (D) Price | | | |
| Common Stock | 08/11/2011 | | G ⁽¹⁾ | V 2,000,000 D \$ 0 | 6,773,194 | I | By Trust |
| Common Stock | 08/11/2011 | | G ⁽¹⁾ | V 2,000,000 D \$ 0 | 4,773,194 | I | By Trust ⁽²⁾ |
| Common Stock | | | | | 20,077,561 | I | By GRATs ⁽³⁾ |
| Common Stock | | | | | 1,936,276 | I | By, GFILP ⁽⁴⁾ |

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

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(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 Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/Russell A. Gerdin 08/15/2011

**Signature of Reporting Person Date

/s/Ann S. Gerdin 08/15/2011

**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).
- (1) Ann S. Gerdin transferred 2,000,000 shares each to two grantor retained annuity trusts for her benefit. Michael J. Gerdin serves as trustee over these two GRATS and has no pecuniary interest other than an indirect remainder interest, if any.

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- (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.
- (3) Shares held by three grantor retained annuity trusts for the benefit of the spouse of the reporting person. Mr. Russell A. Gerdin serves as trustee with respect to each GRAT.

- 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)

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.