

HEARTLAND EXPRESS INC  
Form 4  
December 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 * <b>GERDIN RUSSELL A</b>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>HEARTLAND EXPRESS INC [HTLD]</b>	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/29/2006</b>	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CHIEF EXECUTIVE OFFICER</b>
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/29/2006		J <sup>(1)</sup>		435,435	A	\$ 0
COMMON STOCK					21,857,619	D <sup>(2)</sup>	
COMMON STOCK					16,015,837	I <sup>(3)</sup>	BY TRUST
COMMON STOCK	11/29/2006		J <sup>(1)</sup>		435,435	A	\$ 0
COMMON STOCK					1,936,276	I <sup>(4)</sup>	BY TRUST

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

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number.

**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. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERDIN RUSSELL A	X	X	CHIEF EXECUTIVE OFFICER	

## Signatures

RUSSELL A GERDIN  
11/29/2006

\*\*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) ITEM 3. Transaction Code. Reporting person and Gerdin Family Investments, LP each received 435,435 shares of common stock in a redemption of an ownership interest in Belrose Capital Fund, LLC, a managed fund comprised of equity securities of publicly-traded companies.
- (2) ITEM 7. Nature of Direct Beneficial Ownership Shares owned by the revocable trust of the reporting person over which the reporting person serves as trustee.
- (3) ITEM 7. Nature of Indirect Beneficial Ownership Shares held by a grantor retained annuity trust for the benefit of the reporting person and his spouse. A third party serves as trustee. Beneficial ownership is disclaimed.
- (4) ITEM 7. Nature of Indirect Beneficial Ownership Gerdin Family Investments, LP (the "Limited Partnership") owns a voting trust certificate representing 1,936,296 shares of Heartland Express, Inc. common stock. Mr. Gerdin is the general partner of the Limited Partnership. Although the entire number of shares controlled by the Limited Partnership is disclosed herein (as permitted by SEC rules), Mr. Gerdin disclaims beneficial ownership of shares in excess of the number attributable to his ownership interest. Mr. Gerdin is not the voting trustee and has no power to vote the shares in which the Limited Partnership has an interest.

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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