

GERDIN MICHAEL J  
Form 4  
August 16, 2012

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

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

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)  
08/13/2012

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 08/13/2012                              |                                                             | G <sup>(1)</sup>                     | V 779,473 D \$ 0                                                        | 26,756,526                                                                                                         | I                                                                       | Trustee of<br>GRATs                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 23,224                                                                                                             | I                                                                       | Trustee of<br>Trust <sup>(2)</sup>                                |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 7,015,000                                                                                                          | I                                                                       | Beneficiary<br>of Trust <sup>(3)</sup>                            |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 2,043,372                                                                                                          | I                                                                       | Beneficiary<br>of Trust <sup>(4)</sup>                            |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 562,669                                                                                                            | I                                                                       | Beneficiary<br>of Trust <sup>(5)</sup>                            |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          |                                                                |                                                                           |                                                     |                                                                            |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                         |       |
|------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                 | Other |
| GERDIN MICHAEL J<br>901 NORTH KANSAS AVENUE<br>NORTH LIBERTY, IA 52317 | X             | X         | Chief Executive Officer |       |

## Signatures

/S/Michael J.  
Gerdin 08/15/2012

\_\_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).

- Annuity distribution of 779,473 shares were made from grantor retained annuity trusts created for the benefit of Ann Gerdin. These shares were distributed to Mrs. Gerdin's revocable trust. The reporting person serves as trustee over these GRATs and has no pecuniary interest other than an indirect remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers with respect to the GRATs. This transaction does not constitute a gift to the reporting person. Beneficial ownership is disclaimed.
- 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.
- 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.

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- (4) 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.
- (5) 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.

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