HEARTLAND EXPRESS INC

Form 4 June 05, 2007

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

OMB Number:

Expires:

Check this box if no longer subject to

3235-0287 January 31,

2005

OMB APPROVAL

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue.

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

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

GERDIN RUSSELL A

(Last)

(City)

Symbol HEARTLAND EXPRESS INC

(Check all applicable)

[HTLD]

(First) (Middle)

(Street)

(State)

06/01/2007

3. Date of Earliest Transaction

4. If Amendment, Date Original

J(1)

_X__ Director X 10% Owner X_ Officer (give title

(Month/Day/Year)

06/01/2007

Other (specify below)

2777 HEARTLAND DRIVE

CHIEF EXECUTIVE OFFICER 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CORALVILLE, IA 52241

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

D

Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Code V Amount (D) Price

1,067,084

16.81

22,438,919 $D^{(2)}$

COMMON STOCK

COMMON

STOCK

14,367,453

BY $I^{(3)}$ **TRUST**

COMMON STOCK

1,936,276

I (4)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TT:41	or		
						Exercisable	Date	Title	Number		
				G 1 17	(1) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GERDIN RUSSELL A							
2777 HEARTLAND DRIVE	X	X	CHIEF EXECUTIVE OFFICER				
CORALVILLE, IA 52241							

Signatures

RUSSELL A
GERDIN

**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 Amount paid to the 2005 Gerdin Children's Trust for the remainder interest in grantor retained annuity trusts. Neither the reporting person or his spouse serve as trustee for this trust.
- (2) ITEM 7. Nature of Indirect Beneficial Ownership Share owned by the revocable trust of the reporting person and his spouse over which the reporting person and his spouse serve as trustees.
- (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.
 - ITEM 7. Nature of Indirect Beneficial Ownership Gerdin Family Investments, LP (the "Limited Partnership") owns a voting trust certificate representing 1,936,276 shares of Heartland Express, Inc. common stock. Mr. Gerdin is the general partner of the Limited
- (4) 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.

Reporting Owners 2

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