

GERDIN MICHAEL J
Form 5
February 13, 2018

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

| | | | | | | | | |
|---|----------|----------|--|--|---|---|---|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| GERDIN MICHAEL J | | | HEARTLAND EXPRESS INC [HTLD] | | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner | | |
| | | | 12/31/2017 | | <input checked="" type="checkbox"/> Officer (give title below) | <input checked="" type="checkbox"/> Other (specify below) | Chief Executive Officer / Co-Trustee of 10% Owner | |
| 901 NORTH KANSAS AVENUE | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Reporting | | | |
| | (Street) | | | | (check applicable line) | | | |
| NORTH LIBERTY, IA 52317 | | | | | <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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Common Stock | 01/19/2017 | Â | G ⁽¹⁾ | 666,340 D \$ 0 | 15,997,106 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 01/19/2017 | Â | G ⁽¹⁾ | 453,225 D \$ 0 | 15,543,881 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 01/19/2017 | Â | G ⁽¹⁾ | 666,340 A \$ 0 | 5,585,627 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 01/19/2017 | Â | G ⁽¹⁾ | 453,225 A \$ 0 | 6,038,852 | I | Co-Trustee of Trust ⁽³⁾ |

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| | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|------------|---|------------------------------------|
| Common Stock | 08/08/2017 | Â | G | 8,040 | D | \$ 0 | 6,030,812 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 08/08/2017 | Â | G | 2,680 | A | \$ 0 | 38,424 | I | Trustee of Trusts ⁽⁴⁾ |
| Common Stock | 08/18/2017 | Â | G ⁽¹⁾ | 354,316 | D | \$ 0 | 15,189,565 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 08/18/2017 | Â | G ⁽¹⁾ | 600,739 | D | \$ 0 | 14,588,826 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 08/18/2017 | Â | G ⁽¹⁾ | 354,316 | A | \$ 0 | 6,385,128 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 08/18/2017 | Â | G ⁽¹⁾ | 600,739 | A | \$ 0 | 5,999,553 | I | Co-Trustee of Trust ⁽⁵⁾ |
| Common Stock | 08/22/2017 | Â | G ⁽¹⁾ | 333,519 | D | \$ 0 | 14,255,307 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 08/22/2017 | Â | G ⁽¹⁾ | 686,580 | D | \$ 0 | 13,568,727 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 08/22/2017 | Â | G ⁽¹⁾ | 333,519 | A | \$ 0 | 6,718,647 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 08/22/2017 | Â | G ⁽¹⁾ | 686,580 | A | \$ 0 | 6,686,133 | I | Co-Trustee of Trust ⁽⁵⁾ |
| Common Stock | 11/30/2017 | Â | G ⁽¹⁾ | 328,718 | D | \$ 0 | 13,240,009 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 11/30/2017 | Â | G ⁽¹⁾ | 807,984 | D | \$ 0 | 12,432,025 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 11/30/2017 | Â | G ⁽¹⁾ | 328,718 | A | \$ 0 | 7,047,365 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 11/30/2017 | Â | G ⁽¹⁾ | 807,984 | A | \$ 0 | 7,494,117 | I | Co-Trustee of Trust ⁽⁵⁾ |
| Common Stock | 12/07/2017 | Â | G ⁽¹⁾ | 770,194 | D | \$ 0 | 11,661,831 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 12/07/2017 | Â | G ⁽¹⁾ | 524,973 | D | \$ 0 | 11,136,858 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 12/07/2017 | Â | G ⁽¹⁾ | 379,845 | D | \$ 0 | 10,757,013 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 12/07/2017 | Â | G ⁽¹⁾ | 770,194 | A | \$ 0 | 7,817,559 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 12/07/2017 | Â | G ⁽¹⁾ | 524,973 | A | \$ 0 | 8,342,532 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 12/07/2017 | Â | G ⁽¹⁾ | 379,845 | A | \$ 0 | 8,722,377 | I | Co-Trustee of Trust ⁽³⁾ |
| | Â | Â | Â | Â | Â | Â | 5,003,805 | I | |

| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|-----------|---|---|--|
| Common Stock | | | | | | | | | | Co-Trustee of Trust ⁽⁶⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,936,276 | I | | Co-General Partner of Partnership ⁽⁷⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 681,124 | D | Â | |

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

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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. of D S B O E I S F I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| GERDIN MICHAEL J 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317 | Â X | Â X | Â Chief Executive Officer | Co-Trustee of 10% Owner |

Signatures

/s/Michael J. Gerdin 02/13/2018

**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) Annuity distributions made from grantor retained annuity trusts (GRATs) created for the benefit of Ann Gerdin.

(2) Mr. Gerdin is the trustee of GRATs established by Ann S. Gerdin for her benefit. As trustee, Mr. Gerdin has sole voting and dispositive power over the shares owned by these GRATs.

Mr. Gerdin, Julie Durr, Angela Janssen, and Mrs. Gerdin serve as co-trustees over shares held by the Ann S. Gerdin Revocable Trust. As

(3) co-trustees, they have shared voting and dispositive powers with respect to this trust. Beneficial ownership is disclaimed for Mr. Gerdin, Mrs. Durr, and Mrs. Janssen.

(4) Mr. Gerdin is the trustee of trusts created for the benefit of his children. As trustee, Mr. Gerdin has voting and dispositive powers with respect to this trust. Beneficial ownership is disclaimed.

Mr. Gerdin is one of the beneficiaries of the 2009 Gerdin Heartland Trust. Remainder interests were distributed from grantor retained annuity trusts created for the benefit of Mrs. Gerdin to the 2009 Gerdin Heartland Trust. The two other beneficiaries of the 2009 Gerdin

(5) Heartland Trust, Mrs. Durr and Mrs. Janssen, also reported the distribution of the remainder interests. Mr. Gerdin, Mrs. Durr, and Mrs. Janssen serve as co-trustees over shares held by the trust. Beneficial ownership is disclaimed with respect to this trust because none of the trustees have the power to vote or dispose shares without consent of the other two trustees.

Mr. Gerdin is one of the beneficiaries of the 2007 Gerdin Heartland Trust. Mr. Gerdin, Mrs. Durr, and Mrs. Janssen serve as co-trustees

(6) over shares held by the trust. Beneficial ownership is disclaimed with respect to this trust because none of the trustees have the power to vote or dispose shares without the consent of the other two trustees.

The Ann S. Gerdin Revocable Trust, Mr. Gerdin, Mrs. Durr, and Mrs. Janssen are co-general partners of Gerdin Family Investments LP.

(7) None of the Ann S. Gerdin Revocable Trust, Mr. Gerdin, Mrs. Durr, or Mrs. Janssen has voting and dispositive powers with respect to this partnership without consent of the majority of the other co-general partners. Beneficial ownership is disclaimed except to the extent of each such reporting person's percentage ownership of general and limited partner shares in the partnership.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.