

Gerdin Ann S
Form SC 13G/A
February 19, 2013

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Amendment No. 1

Heartland Express, Inc.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

422347 10 4
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Names of Reporting Persons. I.R.S Identification Nos. of above persons (entities only).

1. Ann S. Gerdin

Check the appropriate box if a member of a group:

2. (a)

(b)

3. SEC USE ONLY

4. Citizenship or place of organization: United States of America

Number of shares beneficially owned by each reporting person with:

Sole voting power

5. 874,585(1)

Shared voting power

6. Sole dispositive power

7. 2,810,861(2)

Shared dispositive power

8. Aggregate amount beneficially owned by each reporting person

9. 2,810,861 (2)

Check if the aggregate amount in Row (9) excludes certain shares

10.

Percent of class represented by amount in Row (9)

11. 3.3% (3)

Type of reporting person

12. IN

(1) Comprised of 874,585 shares of Common stock owned by the Ann S. Gerdin Revocable Trust. Mrs. Gerdin serves as trustee for such trust and has voting and dispositive power over these shares.

(2) Comprised of (i) 874,585 shares of Common stock owned by the Ann S. Gerdin Revocable Trust and (ii) 1,936,276 shares of Common Stock represented by voting trust certificates which are owned by Gerdin Family Investments, LP ("GFI"). As the general partner of GFI, Mrs. Gerdin has dispositive power over the shares represented by voting trust certificates owned by GFI but does not have voting power over such shares. Mrs. Gerdin serves as trustee for her revocable trust and has voting and dispositive power over shares held by such trust.

(3) Based on 84,769,619 shares of Common Stock outstanding as of December 31, 2012.

Item 1.

- (a) Name of issuer
Heartland Express, Inc.
- (b) Address of issuer's principal executive offices
901 North Kansas Avenue
North Liberty, IA 52317

Item 2.

- (a) Name of person filing
Ann S. Gerdin
- (b) Address of principal business office or, if none, residence
901 North Kansas Avenue
North Liberty, IA 52317
- (c) Citizenship
United States of America
- (d) Title of Class of Securities
Common Stock, par value \$0.01 per share
- (e) CUSIP Number
422347 10 4

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is
a: Not applicable

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)

Edgar Filing: Gerdin Ann S - Form SC 13G/A

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned
2,810,861
- (b) Percent of class:
3.3% (1)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
874,585
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
2,810,861
 - (iv) Shared power to dispose or to direct the disposition of:

(1) Based on 84,769,619 shares of Common Stock outstanding as of December 31, 2012.

Item 5. Ownership of Five Percent or Less of a Class

[X] The reporting persons has ceased to be the beneficial owner of more than 5% of the class of securities.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Ann S. Gerdin

/s/ Ann S. Gerdin

Dated: February 18, 2013

" align="justify">

We, the Selling Agent and/or its affiliates may hedge our obligations under the Notes by, among other things, purchasing securities, futures, options or other derivative instruments, and we, the Selling Agent and/or its affiliates may adjust these hedges by, among other things, purchasing or selling securities, futures, options or other derivative instruments at any time. Our cost of hedging will include the projected profit that our counterparty expects to realize in consideration for assuming the risks inherent in hedging our obligations under the Notes. Because hedging our obligations entails risk and may be influenced by market forces beyond our or our counterparty's control, such hedging may result in a profit that is more or less than expected, or could result in a loss. It is possible that we, the Selling Agent and/or its affiliates could receive substantial returns from these hedging activities while the value of the Notes declines.

Neither we nor the Selling Agent have any obligation to engage in any manner of hedging activity and we and/or the Selling Agent will do so solely at our discretion and for our own account. No holder of the Notes will have any rights or interest in our or the Selling Agent's hedging activity or any positions we, the Selling Agent or any unaffiliated counterparty may take in connection with our hedging activity.

The hedging activity discussed above may adversely affect the value of the Notes from time to time. See "Risk Factors — The price you paid for the Notes has certain built-in costs, including the Selling Agent's commission and our cost of hedging, both of which are expected to be reflected in secondary market prices" and "Risk Factors — There may be potential conflicts of interest between investors in the Notes and us and our affiliates and the Selling Agent and its affiliates" in this pricing supplement for a discussion of these adverse effects.

SUPPLEMENTAL PLAN OF DISTRIBUTION

We will agree to sell to Barclays Capital Inc., as the Selling Agent, and the Selling Agent will agree to purchase from us the aggregate principal amount of the Notes specified on the front cover of this pricing supplement at \$960.00 per \$1,000.00 of principal amount of the Notes, resulting in aggregate proceeds to us of \$11,520,000.00. The Selling Agent will receive commissions from us equal to \$40.00 per \$1,000.00 principal amount of the Notes, or \$480,000.00 of the aggregate principal amount of the Notes, and may retain all or a portion of these commissions or use all or a

portion of these commissions to pay selling concessions or fees to other dealers. The Selling Agent has informed us that such concessions may vary from dealer to dealer and that not all dealers will purchase or repurchase the Notes at the same concession. You can find more information in the section entitled “Supplemental Plan of Distribution” on page S-26 of the prospectus supplement.

The Notes will be offered from time to time in one or more negotiated transactions at varying prices to be determined at the time of each sale, which may be at prevailing market prices as of the time of such offer or sale, at prices related to such prevailing prices or at negotiated prices; provided however, that such price will not be less than \$960.00 per \$1,000.00 principal amount of the Notes and will not be more than \$1,000.00 per \$1,000.00 principal amount of the Notes.

The Selling Agent has agreed to reimburse us for certain expenses relating to the offering in an amount up to \$20,000.00.

We have entered or will enter into one or more hedging transactions in connection with this offering of Notes. See “Use of Proceeds; Hedging” above. In addition, from time to time, the Selling Agent and its affiliates have engaged and in the future may engage, in transactions with us and have performed, and in the future may perform, services for us for which they have been, and may be, paid customary fees. In particular, an affiliate of the Selling Agent is our swap counterparty for a hedge of our obligations under the Notes and will be paid customary fees in connection with such hedging.

In the future, the Selling Agent or any of its affiliates may repurchase and resell the offered Notes in market-making transactions, with resales being made at prices related to prevailing market prices at the time of resale or at negotiated prices.

The Notes are a new issue of securities with no established trading market. We have been advised by the Selling Agent that the Selling Agent intends to make a market in the Notes, but it is not obligated to do so and may discontinue market making at any time for any reason without notice. No assurance can be given as to the liquidity or existence of any trading market for the Notes.

US \$12,000,000

Lloyds TSB Bank plc
fully and unconditionally guaranteed by
Lloyds Banking Group plc

Senior Callable Step-Up Fixed-Rate Notes due July 23, 2032

Medium-Term Notes, Series A

Pricing Supplement
(to prospectus dated December 22, 2010
and prospectus supplement dated June 6, 2011)
