

Gerdin Ann S
Form 4
December 02, 2011

FORM 4

**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).

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 *
Gerdin Ann S

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)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

901 NORTH KANSAS AVENUE

11/30/2011

(Street)

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

NORTH LIBERTY, IA 52317

(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 (A) or (D) Price			
Common Stock	11/30/2011		G ⁽¹⁾	V 7,363,347 D \$ 0	12,714,214	I	By GRATs ⁽¹⁾
Common Stock	11/30/2011		G ⁽¹⁾	V 7,519,178 D \$ 0	5,195,036	I	By GRATs ⁽¹⁾
Common Stock	11/30/2011		G ⁽¹⁾	V 5,195,036 D \$ 0	0	I	By GRATs ⁽¹⁾
Common Stock					773,194	I	By Trust ⁽²⁾
Common Stock					1,936,276	I	By, GFI, LP ⁽³⁾

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

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(9-02)

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 Owned Following Reporting Transaction (Instr. 6)
				Code	V (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 Ann S 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317			X	

Signatures

/s/Ann S. Gerdin 12/02/2011

**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) Shares held by three grantor retained annuity trusts for the benefit of the reporting person. Mr. Russell A. Gerdin, deceased spouse of the reporting person, previously served as trustee with respect to each GRAT. Michael J. Gerdin was appointed as successor trustee over the GRATS upon the death of Mr. Russell A. Gerdin.
 - (2) Shares owned by the revocable trusts of the reporting person and her deceased spouse over which the reporting person serves as trustee for each trust.
 - (3) Gerdin Family Investments, LP (the "GFI") owns a voting trust certificate representing 1,936,276 shares of Heartland Express, Inc. common stock. The reporting person is a general partner of GFI. Although the entire number of shares controlled by GFI is disclosed herein (as permitted by SEC rules), the reporting person disclaims beneficial ownership of shares in excess of the number attributable to her ownership interest. The reporting person is not a voting trustee and has no power to vote the shares in which GFI has an interest.

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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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