

HEARTLAND EXPRESS INC
Form 4
December 21, 2015

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 *
CROUSE LAWRENCE D

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)
12/18/2015

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

PO BOX 480

(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

BURKE, SD 57523

(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 | 12/18/2015 | | G ⁽¹⁾ | V 2,107,282 A \$ 0 | 2,669,951 | I | Trustee of Trust ⁽²⁾ |
| Common Stock | | | | | 97,752 | I | Trustee of Trusts ⁽³⁾ |
| Common Stock | | | | | 4,802,738 | I | Trustee of Trust ⁽⁴⁾ |
| Common Stock | | | | | 2,043,372 | I | Trustee of Trust ⁽⁵⁾ |
| Common Stock | | | | | 47,565 | D | |

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Common Stock 1,936,276 I Voting Trustee (6)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROUSE LAWRENCE D PO BOX 480 BURKE, SD 57523 | X | X | | |

Signatures

/s/Lawrence D. Crouse, by Thomas E. Hill, pursuant to power of attorney previously filed 12/21/2015
 **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) A remainder interest of 2,107,282 shares was distributed to the 2007 Gerdin Heartland Trust from a grantor retained annuity trust created for the benefit of Ann S. Gerdin.
- (2) The reporting person serves as trustee for shares held by the 2007 Gerdin Heartland Trust but has no pecuniary interest in such shares. Beneficial ownership is disclaimed.

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- The reporting person serves as co-trustee for shares held by trusts for the benefit of the grandchildren of Ann Gerdin in which the
- (3) reporting person has no pecuniary interest in such shares. Mr. Crouse has shared voting and dispositive power with respect to each trust. Beneficial ownership is disclaimed.
 - (4) The reporting person serves as trustee for shares held by the 2009 Gerdin Children's Trust but has no pecuniary interest in such shares. Beneficial ownership is disclaimed.
 - (5) The reporting person serves as trustee for shares held by the 2005 Gerdin Children's trust but has no pecuniary interest in such shares. Beneficial ownership is disclaimed.
 - (6) The reporting person serves as voting trustee for shares represented by a voting certificate held by the Gerdin Family Investments, LP. 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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