

GERDIN RUSSELL A  
Form 4  
June 25, 2010

**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 RUSSELL A

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)  
901 NORTH KANSAS AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2010

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

NORTH LIBERTY, IA 52317

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

(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 Ownership: Indirect Beneficial Ownership (Instr. 4)
			Code	V or (D)	Amount or Price		
Common Stock	01/15/2010		J	V	600,810 (1)	D	\$ 0 23,558,015 D (2)
Common Stock	01/15/2010		J	V	600,810 (1)	A	\$ 0 12,588,408 D (3)
Common Stock	06/14/2010		J	V	762,674 (4)	D	\$ 0 22,795,341 D (2)
Common Stock	06/14/2010		J	V	562,675 (4)	A	\$ 0 13,151,083 D (3)
Common Stock	06/21/2010		G	V	6,500,000 (5)	D	\$ 0 6,651,083 D (3)

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Common Stock	06/21/2010	G	V	6,500,000 (5)	A	\$ 0	29,295,341	D (2)	
Common Stock							1,936,276	I (6)	By Trust

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 Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERDIN RUSSELL A 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317	X		Chief Executive Officer	
Gerdin Ann S 901 NORTH KANSAS AVENUE NORTH LIBERTY, IA 52317				Spouse

## Signatures

Russell A. Gerdin	06/25/2010
**Signature of Reporting Person	Date
Ann S. Gerdin	06/25/2010
	Date

\_\_Signature of  
Reporting Person

## 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) An annuity distribution was made from a grantor retained annuity trust for the benefit of Ann Gerdin was made to Mrs. Gerdin.
- (2) Shares held by grantor retained annuity trusts for the benefit of the spouse of the reporting person. Mr. Gerdin serves as trustee with respect to each trust.
- (3) Shares owned by the revocable trusts of the reporting person and his spouse over which the reporting person and his spouse serve as trustees for their respective trusts.
- (4) An annuity distribution of 562,675 shares from a grantor retained annuity trust for the benefit of Ann Gerdin was made to Mrs. Gerdin with the 199,999 remainder shares distributed to the 2005 Gerdin Children's Trust.
- (5) A grantor retained annuity trust for the benefit of Mrs. Gerdin was established. Mr. Gerdin serves as trustee.  
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 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. 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.