

HEARTLAND EXPRESS INC
 Form 5
 January 31, 2017

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 *
GERDIN MICHAEL J
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND EXPRESS INC [HTLD]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer / Co-Trustee of 10% Owner

6. Individual or Joint/Group Reporting
 (check applicable line)
 Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

901 NORTH KANSAS AVENUE
 (Street)

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 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 | 01/15/2016 | Â | G ⁽¹⁾ | 4,131,278 D \$ 0 | 14,137,815 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 01/15/2016 | Â | G ⁽¹⁾ | 2,333,854 A \$ 0 | 5,003,805 | I | Co-Trustee of Trust ⁽³⁾ |
| Common Stock | 01/15/2016 | Â | G ⁽¹⁾ | 1,797,424 A \$ 0 | 8,050,474 | I | Co-Trustee of Trust ⁽⁴⁾ |
| Common Stock | 01/19/2016 | Â | G ⁽⁵⁾ | 6,000,000 D \$ 0 | 2,050,474 | I | Co-Trustee of Trust ⁽⁴⁾ |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-----------|---|------|------------|---|--|
| Common Stock | 01/19/2016 | Â | G ⁽⁵⁾ | 6,000,000 | A | \$ 0 | 20,137,815 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 05/09/2016 | Â | G | 9,480 | D | \$ 0 | 2,040,994 | I | Co-Trustee of Trust ⁽⁴⁾ |
| Common Stock | 05/09/2016 | Â | G | 3,160 | A | \$ 0 | 35,744 | I | Trustee of Trusts ⁽⁶⁾ |
| Common Stock | 06/28/2016 | Â | G ⁽¹⁾ | 1,128,461 | D | \$ 0 | 19,009,354 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 06/28/2016 | Â | G ⁽¹⁾ | 596,076 | A | \$ 0 | 5,398,814 | I | Co-Trustee of Trust ⁽⁷⁾ |
| Common Stock | 06/28/2016 | Â | G ⁽¹⁾ | 532,385 | A | \$ 0 | 2,573,379 | I | Co-Trustee of Trust ⁽⁴⁾ |
| Common Stock | 08/11/2016 | Â | G ⁽¹⁾ | 314,567 | D | \$ 0 | 18,694,787 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 08/11/2016 | Â | G ⁽¹⁾ | 314,567 | A | \$ 0 | 2,887,946 | I | Co-Trustee of Trust ⁽⁴⁾ |
| Common Stock | 08/19/2016 | Â | G ⁽¹⁾ | 299,207 | D | \$ 0 | 18,395,580 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 08/19/2016 | Â | G ⁽¹⁾ | 299,207 | A | \$ 0 | 3,187,153 | I | Co-Trustee of Trust ⁽⁴⁾ |
| Common Stock | 10/06/2016 | Â | G ⁽⁸⁾ | 2,043,372 | D | \$ 0 | 0 | I | Co-Trustee of Trust ⁽⁸⁾ |
| Common Stock | 10/06/2016 | Â | G ⁽⁸⁾ | 681,124 | A | \$ 0 | 681,124 | D | Â |
| Common Stock | 11/30/2016 | Â | G ⁽¹⁾ | 283,724 | D | \$ 0 | 18,111,856 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 11/30/2016 | Â | G ⁽¹⁾ | 283,724 | A | \$ 0 | 3,470,877 | I | Co-Trustee of Trust ⁽⁴⁾ |
| Common Stock | 12/07/2016 | Â | G ⁽¹⁾ | 1,448,410 | D | \$ 0 | 16,663,446 | I | Trustee of GRATs ⁽²⁾ |
| Common Stock | 12/07/2016 | Â | G ⁽¹⁾ | 1,448,410 | A | \$ 0 | 4,919,287 | I | Co-Trustee of Trust ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,936,276 | I | Co-General Partner of Partnership ⁽⁹⁾ |

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)

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| 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. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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 01/31/2017

**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 is one of the beneficiaries of the 2007 Gerdin Heartland Trust. A remainder interest of 2,333,854 shares was distributed from a GRAT created for the benefit of Mrs. Gerdin to the 2007 Gerdin Heartland Trust. The two other beneficiaries of the 2007 Gerdin Heartland Trust, Julie Durr and Angela Janssen, also reported the distribution of the remainder interest. Mr. Gerdin, Mrs. Durr, and Mrs. Janssen became co-trustees on January 19, 2016. Beneficial ownership was 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.
- (4) Mr. Gerdin, Mrs. Durr, Mrs. Janssen, and Mrs. Gerdin serve as co-trustees over shares held by the Ann S. Gerdin Revocable Trust. As 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.
- (5) Shares transferred to two GRATs created for the benefit of Ann Gerdin. These shares were transferred from the Ann S. Gerdin Revocable Trust. Mr. Gerdin serves as trustee over these three GRATs and has no pecuniary interest other than an indirect remainder interest, if any. As trustee, Mr. Gerdin has voting and dispositive powers. Beneficial ownership is disclaimed.
- (6) Mr. Gerdin became sole trustee on January 19, 2016 over shares held by 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.
- (7)

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Mr. Gerdin is one of the beneficiaries of the 2009 Gerdin Heartland Trust. A remainder interest of 596,076 shares was distributed from a GRAT created for the benefit of Mrs. Gerdin to the 2009 Gerdin Heartland Trust. The two other beneficiaries of the 2009 Gerdin Heartland Trust, Mrs. Durr and Mrs. Janssen, also reported the distribution of the remainder interest. Mr. Gerdin, Mrs. Durr, and Mrs. Janssen became co-trustees on January 19, 2016. 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.

Mr. Gerdin was one of the beneficiaries of the 2005 Gerdin Children's Trust. This trust was terminated and the 2,043,372 shares were distributed equally to the three beneficiaries. The two other beneficiaries of the 2005 Gerdin Children's Trust, Mrs. Durr and Mrs.

- (8) Janssen, also reported the distribution of the remainder interest. Mr. Gerdin, Mrs. Durr, and Mrs. Janssen became co-trustees on January 19, 2016. Beneficial ownership was 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. 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 the consent of at least one other co-general partner. Lawrence D. Crouse previously served as voting trustee over

- (9) the shares represented by a voting trust certificate as of the event date. This voting trust agreement was terminated on January 19, 2016. 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. These shares have been held since 1997.

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.