

HEARTLAND EXPRESS INC  
Form 4  
June 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Gordon Steven M

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 N. KANSAS AVE.  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/10/2015

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
COO of Subsidiary

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 Indirect Beneficial Ownership (Instr. 4) |           |       |                      |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|-------|----------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |           |       |                      |
| Common Stock                    | 06/10/2015                           |  | S                              |   | 40,000  | D  | \$ 21.57<br>(1)                                       | 1,174,089 | I (2) | Trustee and by Trust |
| Common Stock                    | 06/11/2015                           |  | S                              |   | 80,000  | D  | \$ 21.37<br>(3)                                       | 1,094,089 | I (2) | Trustee and by Trust |
| Common Stock                    | 06/12/2015                           |  | S                              |   | 80,000  | D  | \$ 20.96<br>(4)                                       | 1,014,089 | I (2) | Trustee and by Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| Gordon Steven M<br>901 N. KANSAS AVE.<br>NORTH LIBERTY, IA 52317 |               |           | COO of<br>Subsidiary |       |

## Signatures

/s/Steven M. Gordon, by Chris Strain, attorney-in-fact, pursuant to a POA previously filed

06/12/2015

\_\_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) The price reflects a weighted average sale price for multiple transactions ranging from \$21.49 to \$21.85 per share, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.
  - (2) Shares are held directly by the SMG GST Trust, of which the reporting person is the trustee and beneficiary. The price reflects a weighted average sale price for multiple transactions ranging from \$21.28 to \$21.61 per share, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.
  - (3) The price reflects a weighted average sale price for multiple transactions ranging from \$20.69 to \$21.36 per share, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.
  - (4) The price reflects a weighted average sale price for multiple transactions ranging from \$20.69 to \$21.36 per share, inclusive. The reporting person undertakes to provide upon request by the SEC staff, the issuer, or a stockholder of the issuer, full information regarding the number of shares sold at each separate price.

## Edgar Filing: HEARTLAND EXPRESS INC - Form 4

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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