HEARTLAND EXPRESS INC
Form 5
January 31, 2017

FORM 5

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

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person *
Ann S. Gerdin Revocable Trust

(Last) (First) (Middle)

901 NORTH KANSAS AVENUE

(Street)

NORTH LIBERTY,Â IAÂ 52317

(City) (State) (Zip)

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
_____ Officer (give title below)
__X__ 10% Owner
__X__ Other (specify below)
Co-Trustee of 10% Owner

6. Individual or Joint/Group Reporting

(check applicable line)

___ Form Filed by One Reporting Person
_X_ Form Filed by More than One Reporting Person

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)
				Amount	(A) or (D)	Price			
Common Stock	01/15/2016	Â	G(1)	1,797,424	A	$ 0	8,050,474	D (2)	Â
Common Stock	01/15/2016	Â	G	2,333,854	A	$ 0	5,003,805	I	Co-Trustee of Trust (3)
Common Stock	01/19/2016	Â	G(4)	6,000,000	D	$ 0	2,050,474	D (2)	Â
Common Stock	05/09/2016	Â	G	9,480	D	$ 0	2,040,994	D (2)	Â

Common Stock	05/09/2016	Â	G	3,160	A	$ 0	35,744	I	Trustee of Trusts (5)
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	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	D (2)	Â
Common Stock	08/11/2016	Â	G(1)	314,567	A	$ 0	2,887,946	D (2)	Â
Common Stock	08/19/2016	Â	G(1)	299,207	A	$ 0	3,187,153	D (2)	Â
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	10/06/2016	Â	G(8)	681,124	A	$ 0	681,124	D	Â
Common Stock	11/30/2016	Â	G(1)	283,724	A	$ 0	3,470,877	D (2)	Â
Common Stock	12/07/2016	Â	G(1)	1,448,410	A	$ 0	4,919,287	D (2)	Â
Common Stock	Â	Â	Â	Â	Â	Â	7,813	I	By Spouse (9)
Common Stock	Â	Â	Â	Â	Â	Â	1,936,276	I	Co-General Partner of Partnership (10)

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

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SEC 2270 (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. of D Se Be O E Is Fi (I

		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A)	(D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ann S. Gerdin Revocable Trust 901 NORTH KANSAS AVENUE NORTH LIBERTY,Â IAÂ 52317	Â	Â X	Â	Co-Trustee of 10% Owner
Janssen Angela K 901 NORTH KANSAS AVENUE NORTH LIBERTY,Â IAÂ 52317	Â	Â	Â	Co-Trustee of 10% Owner
Gerdin Ann S 901 NORTH KANSAS AVENUE NORTH LIBERTY,Â IAÂ 52317	Â	Â X	Â	Â
Durr Julie J 901 NORTH KANSAS AVENUE NORTH LIBERTY,Â IAÂ 52317	Â	Â	Â	Co-Trustee of 10% Owner

Signatures

/s/Michael Gerdin, Co-Trustee of the Ann S. Gerdin Revocable Trust, by Thomas E. Hill, pursuant to power of attorney previously filed	01/31/2017
**Signature of Reporting Person	Date
/s/Angela K. Janssen, by Thomas E. Hill, pursuant to power of attorney previously filed	01/31/2017
**Signature of Reporting Person	Date
/s/Julie J. Durr, by Thomas E. Hill, pursuant to power of attorney previously filed	01/31/2017
**Signature of Reporting Person	Date
/s/ Ann S. Gerdin, by Thomas E. Hill, pursuant to power of attorney previously filed	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 created for the benefit of Ann Gerdin.

(2) Michael 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.

(3) Mr. Gerdin, Mrs. Durr, and Mrs. Janssen are the beneficiaries of the 2007 Gerdin Heartland Trust. A remainder interest of 2,333,854 shares was distributed from a grantor retained annuity trust created for the benefit of Mrs. Gerdin to the 2007 Gerdin Heartland Trust. Mr. Gerdin, one of the three beneficiaries of the 2007 Gerdin Heartland Trust 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.

(4) Shares transferred to two grantor retained annuity trusts created for the benefit of Ann Gerdin.

(5) Mrs. Durr became sole trustee on January 19, 2016 over shares held by trusts created for the benefit of her children. As trustee, Mrs. Durr has voting and dispositive powers with respect to this trust. Beneficial ownership is disclaimed.

(6) Mrs. Janssen became sole trustee on January 19, 2016 over shares held by trusts created for the benefit of her children. As trustee, Mrs. Janssen has voting and dispositive powers with respect to this trust. Beneficial ownership is disclaimed.

(7) Mr. Gerdin, Mrs. Durr, and Mrs. Janssen are the beneficiaries of the 2009 Gerdin Heartland Trust. A remainder interest of 596,076 shares was distributed from a grantor retained annuity trust created for the benefit of Mrs. Gerdin to the 2009 Gerdin Heartland Trust. Mr. Gerdin, one of the three beneficiaries of the 2009 Gerdin Heartland Trust 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.

(8) Mr. Gerdin, Mrs. Durr, and Mrs. Janssen were 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. Mr. Gerdin, one of the three beneficiaries of the 2005 Gerdin Children's Trust also reported the distribution. 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.

(9) Mrs. Janssen's husband owns these shares. These shares include 1,500 shares that vested on June 1, 2016 in accordance with the 2011 Restricted Stock Plan and were not previously reported. Beneficial ownership of these shares is disclaimed.

(10) 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 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.
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