

HEARTLAND EXPRESS INC  
Form 4  
March 09, 2006

# FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

|   |          |          |  |  |   |  |
|---|----------|----------|--|--|---|--|
| 1. Name and Address of Reporting Person * |          |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   |  | 5. Relationship of Reporting Person(s) to Issuer  |  |
| HILL THOMAS E                             |          |          | HEARTLAND EXPRESS INC<br>[HTLD]                      |  | (Check all applicable)  |  |
| (Last)                                    | (First)  | (Middle) | 3. Date of Earliest Transaction<br>(Month/Day/Year)  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  |  |
|   |          |          | 03/07/2006   |  | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)   |  |
|   |          |          | 4. If Amendment, Date Original Filed(Month/Day/Year) |  | VICE PRESIDENT/CONTROLLER   |  |
|   | (Street) |          |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 (D) Price  |   |  |   |
| COMMON STOCK                    | 03/07/2006                           | 03/07/2006   | J <sup>(1)</sup>               | 2,250 A \$ 22.7   | 30,914  | D  |   |
| COMMON STOCK                    |                                      |  |                                |   | 2,250 <sup>(2)</sup>  | D  |   |

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

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(9-02)

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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 Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                           |       |
|--------------------------------|---------------|-----------|---------------------------|-------|
|                                | Director      | 10% Owner | Officer                   | Other |
| HILL THOMAS E                  |               |           | VICE PRESIDENT/CONTROLLER |       |

## Signatures

THOMAS E HILL  
 03/07/2006  
 \*\*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) ITEM 3. Transaction code J represents 2,250 shares vested on March 7, 2006 in accordance with a restricted stock award plan. These shares were previously disclosed.
- (2) ITEM 5. Amount of Securites Beneficially Owned Following Reported Transactions. The 2,250 shares of Heartland Express, Inc. Common stock were received as a grant of a restricted stock award. The 2,250 shares are subject to vesting, forfeiture, and transfer restrictions over a one year period beginning March 7, 2006, The reporting person has voting power but does not have dispositive power until vesting requirements are satisfied. Vesting, forfeiture, and transfer restrictions will lapse on March 7, 2007.

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.