

GERDIN MICHAEL J

Form 5

January 28, 2019

**FORM 5****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).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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
GERDIN MICHAEL J2. 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)

3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☒ Other (specify  
below)  
Chief Executive Officer / Co-Trustee of 10%  
Owner

901 NORTH KANSAS AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NORTH LIBERTY, IA 52317

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|---|--|---|
| Common<br>Stock                       | 01/19/2018                              | Â   | G <sup>(1)</sup>                        | Amount<br>697,884   | (A)<br>or<br>(D) Price<br>\$ 0 10,059,129   | I  | Trustee of<br>GRATs <sup>(2)</sup>                                |
| Common<br>Stock                       | 01/19/2018                              | Â   | G <sup>(1)</sup>                        | 475,319   | D \$ 0 9,583,810  | I  | Trustee of<br>GRATs <sup>(2)</sup>                                |
| Common<br>Stock                       | 01/19/2018                              | Â   | G <sup>(1)</sup>                        | 697,884   | A \$ 0 9,420,261  | I  | Co-Trustee<br>of Trust <sup>(3)</sup>                             |
| Common<br>Stock                       | 01/19/2018                              | Â   | G <sup>(1)</sup>                        | 475,319   | A \$ 0 9,895,580  | I  | Co-Trustee<br>of Trust <sup>(3)</sup>                             |

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|              |            |   |                  |           |   |      |            |   |  |
|--------------|------------|---|------------------|-----------|---|------|------------|---|--|
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 1,094,411 | D | \$ 0 | 8,489,399  | I | Trustee of GRATs <sup>(2)</sup>                  |
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 469,509   | D | \$ 0 | 8,019,890  | I | Trustee of GRATs <sup>(2)</sup>                  |
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 1,094,411 | A | \$ 0 | 10,989,991 | I | Co-Trustee of Trust <sup>(3)</sup>               |
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 469,509   | A | \$ 0 | 7,963,626  | I | Co-Trustee of Trust <sup>(4)</sup>               |
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 745,004   | D | \$ 0 | 7,274,886  | I | Trustee of GRATs <sup>(2)</sup>                  |
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 539,605   | D | \$ 0 | 6,735,281  | I | Trustee of GRATs <sup>(2)</sup>                  |
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 745,004   | A | \$ 0 | 11,734,995 | I | Co-Trustee of Trust <sup>(3)</sup>               |
| Common Stock | 12/07/2018 | Â | G <sup>(1)</sup> | 539,605   | A | \$ 0 | 12,274,600 | I | Co-Trustee of Trust <sup>(3)</sup>               |
| Common Stock | Â          | Â | Â                | Â         | Â | Â    | 38,424     | I | Trustee of Trusts <sup>(5)</sup>                 |
| Common Stock | Â          | Â | Â                | Â         | Â | Â    | 5,003,805  | I | Co-Trustee of Trust <sup>(6)</sup>               |
| Common Stock | Â          | Â | Â                | Â         | Â | Â    | 1,936,276  | I | Co-General Partner of Partnership <sup>(7)</sup> |
| Common Stock | Â          | Â | Â                | Â         | Â | Â    | 681,124    | D | Â  |

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.**

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(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 Derivative Securities (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable Date                                    | Title Amount or   |  |  |

Number  
of  
Shares

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |                         |
|--|---------------|-----------|---------------------------|-------------------------|
|  | Director      | 10% Owner | Officer                   | Other                   |
| GERDIN MICHAEL J<br>901 NORTH KANSAS AVENUE<br>NORTH LIBERTY, IA 52317 | Â X           | Â X       | Â Chief Executive Officer | Co-Trustee of 10% Owner |

## Signatures

/S/Michael J.  
Gerdin

01/28/2019

\*\*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, Julie Durr, Angela Janssen, and Mrs. Gerdin serve as co-trustees over shares held by the Ann S. Gerdin Revocable Trust. As
- (3) 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.
- Mr. Gerdin is one of the beneficiaries of the 2009 Gerdin Heartland Trust. Remainder interests were distributed from grantor retained annuity trusts created for the benefit of Mrs. Gerdin to the 2009 Gerdin Heartland Trust. The two other beneficiaries of the 2009 Gerdin
- (4) Heartland Trust, Mrs. Durr and Mrs. Janssen, also reported the distribution of the remainder interests. Mr. Gerdin, Mrs. Durr, and Mrs. Janssen serve as co-trustees over shares held by the trust. Beneficial ownership is disclaimed with respect to this trust because none of the trustees have the power to vote or dispose shares without consent of the other two trustees.
- (5) Mr. Gerdin is the trustee of 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.
- Mr. Gerdin is one of the beneficiaries of the 2007 Gerdin Heartland Trust. Mr. Gerdin, Mrs. Durr, and Mrs. Janssen serve as co-trustees
- (6) over shares held by the trust. 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.
- The Ann S. Gerdin Revocable Trust, Mr. Gerdin, Mrs. Durr, and Mrs. Janssen are co-general partners of Gerdin Family Investments LP.
- (7) 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 consent of the majority of the other co-general partners. 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.

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.