

GERDIN MICHAEL J
Form SC 13G
February 14, 2007

OMB APPROVAL

OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
Hours per response 10.4

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
Amendment No.

HEARTLAND EXPRESS, INC
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

422347 10 4
(CUSIP Number)

December 31, 2006
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 422347 10 4

- 1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
MICHAEL J. GERDIN
- 2) Check the Appropriate Box if a Member of a Group
 - (a) N/A
 - (b) N/A

Edgar Filing: GERDIN MICHAEL J - Form SC 13G

- 3) SEC Use Only
- 4) Citizenship or Place of Organization: United States of America
- | | | |
|---|-----------------------------|----------------|
| Number of Shares Beneficially by Owned by Each Reporting Person With: | 5) Sole Voting Power | 12,000,000 (1) |
| | 6) Shared Voting Power | 0 |
| | 7) Sole Dispositive Power | 12,000,000 (1) |
| | 8) Shared Dispositive Power | 0 |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 12,000,000 (1)
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares N/A
- 11) Percent of Class Represented by Amount in Row (9) 12.2%
- 12) Type of Reporting Person: IN

(1) Mr. Gerdin has voting and dispositive power with respect to 12,000,000 shares held by six separate grantor retained annuity trusts established by Russell A. Gerdin and his wife of which Michael Gerdin serves as trustee. Michael Gerdin has an indirect remainder interest in the trusts.

CUSIP No. 422347 10 4

Page 3 of 4

- Item 1.
- | | |
|--|--|
| a. Name of Issuer: | Heartland Express, Inc. |
| b. Address of Issuer's Principal Executive Offices | 2777 Heartland Drive Coralville, IA 52241 |
- Item 2.
- | | |
|--|--|
| a. Name of Person Filing | Michael J. Gerdin |
| b. Address of Principal Business Office or, if none, Residence | 2777 Heartland Drive Coralville, IA 52241 |
- Item 3.
- If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c) Check whether the person filing is a: N/A
- Item 4. Ownership.
- Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.
- | | |
|---|----------------|
| a. Amount beneficially owned: | 12,000,000 (1) |
| b. Percent of class: | 12.2% |
| c. Number of shares as to which the person has: | |
| (i) Sole power to vote or to direct the vote | 12,000,000 (1) |

Edgar Filing: GERDIN MICHAEL J - Form SC 13G

| | |
|---|----------------|
| (ii) Shared power to vote or to direct the vote | 0 |
| (iii) Sole power to dispose or to direct the disposition of | 12,000,000 (1) |
| (iv) Shared power to dispose or to direct the disposition of | 0 |
| Item 5. Ownership of Five Percent of Less of a Class: | N/A |
| Item 6. Ownership of More than Five Percent on Behalf of Another Person | N/A |

(1) Mr. Gerdin has voting and dispositive power with respect to 12,000,000 shares held by six separate grantor retained annuity trusts established by Russell A. Gerdin and his wife of which Michael Gerdin serves as trustee. Michael Gerdin has an indirect remainder interest in the trusts.

CUSIP No. 422347 10 4

Page 4 of 4

| | |
|--|-----|
| Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reporting on By the Parent Holding Company | N/A |
| Item 8. Identification and Classification of Members of the Group | N/A |
| Item 9. Notice of Dissolution of Group | N/A |
| Item 10 Certification | N/A |

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changes or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2007
Date

/s/ Michael J. Gerdin
Signature

Michael J. Gerdin, President
Name and Title