

HEARTLAND EXPRESS INC

Reported by
GERDIN MICHAEL J

FORM 4 (Statement of Changes in Beneficial Ownership)

Filed 11/06/24 for the Period Ending 11/04/24

Address 901 HEARTLAND WAY
 NORTH LIBERTY, IA, 52317

Telephone 3196457060

 CIK 0000799233

Symbol HTLD

SIC Code 4213 - Trucking (No Local)

Industry Ground Freight & Logistics

Sector Industrials

Fiscal Year 12/31

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
GERDIN MICHAEL J			HEARTLAND EXPRESS INC [HTLD]					<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					<input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)		
901 HEARTLAND WAY			11/4/2024					Chief Executive Officer / Co-Trustee of 10% Owner		
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)					6. Individual or Joint/Group Filing (Check Applicable Line)		
NORTH LIBERTY, IA 52317								<input checked="" type="checkbox"/> Form filed by One Reporting Person <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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)				
Common Stock	11/4/2024		P		63,074	A	\$10.9456 ⁽¹⁾	1,259,792	I	Trustee of Trust ⁽²⁾
Common Stock	11/6/2024		P		5,210	A	\$11.49	1,265,002	I	Trustee of Trust ⁽²⁾
Common Stock								10,429,094	I	Trustee of GRATs ⁽³⁾
Common Stock								8,510,438	I	Co-Trustee of Trust ⁽⁴⁾
Common Stock								290,010	I	Spouse is Trustee of Shares Held by Trust ⁽⁵⁾
Common Stock								4,283,975	I	Co-Trustee of Trust ⁽⁶⁾
Common Stock								38,424	I	Trustee of Trusts ⁽⁷⁾
Common Stock								5,003,805	I	Co-Trustee of Trust ⁽⁸⁾
Common Stock								1,936,276	I	Co-General Partner of Partnership ⁽⁹⁾

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

(1) The price reflects a weighted average purchase price for multiple transactions ranging from 10.8950 to 10.9700 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 purchased at

each separate price.

- (2) Mr. Gerdin is the trustee of the Michael J. Gerdin Revocable Trust with voting and dispositive power.
- (3) 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. Beneficial ownership is disclaimed.
- (4) Mr. Gerdin, Julie Durr, Angela 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.
- (5) Mr. Gerdin's spouse is the trustee of the Michael J. Gerdin Family Trust with voting and dispositive power. Beneficial ownership is disclaimed.
- (6) Mr. Gerdin is one of the beneficiaries of the 2009 Gerdin Heartland Trust. 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.
- (7) 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 the trusts. Beneficial ownership is disclaimed.
- (8) Mr. Gerdin is one of the beneficiaries of the 2007 Gerdin Heartland Trust. 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 the consent of the other two trustees.
- (9) 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 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERDIN MICHAEL J 901 HEARTLAND WAY NORTH LIBERTY, IA 52317	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Chief Executive Officer	Co-Trustee of 10% Owner

Signatures

/S/Michael J. Gerdin

11/6/2024

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.