

HEARTLAND EXPRESS INC
 Form 4
 September 29, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILKINSON DENNIS J

2. 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)
3975 SPRING BREEZE CT NE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/25/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President of Operations

SOLON, IA 52333-9599
 (City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/25/2015 | | A | (A) or (D) Amount 10,000 (1) | \$ 0 | 12,000 (2) | D |
| Common Stock | | | | | 3,480 | | D |

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

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SEC 1474
 (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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

WILKINSON DENNIS J
3975 SPRING BREEZE CT NE
SOLON, IA 52333-9599

Vice President of Operations

Signatures

/s/ Dennis J. Wilkinson, by Christopher A. Strain, attorney-in-fact, pursuant to POA filed herewith

09/29/2015

__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).

The reporting person received 10,000 shares of Heartland Express, Inc. common stock as a grant of restricted stock under the 2011

(1) Restricted Stock Plan, as such plan may be amended from time to time. The award vests September 30, 2015, and is subject to certain forfeiture provisions. The reporting person has voting power but does not have dispositive power until vesting requirements are satisfied.

Includes (a) 10,000 restricted shares of Heartland Express, Inc. common stock granted to the reporting person on 9/25/15 and (b) 2,000 shares of common stock granted to the reporting person on 12/14/11 (representing the unvested portion of 10,000 restricted shares granted

(2) on such date) awarded under the 2011 Restricted Stock Plan, as such plan may be amended from time to time. These awards are subject to certain vesting and forfeiture provisions. The reporting person has voting power but does not have dispositive power until vesting requirements are satisfied.

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

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