

CROUSE LAWRENCE D
Form SC 13D
August 30, 2010
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934

HEARTLAND EXPRESS, INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

422347 10 4

(CUSIP Number)

Lawrence D. Crouse
P.O. Box 480
Burke, SD 57523
Telephone: (605) 775-3020
Facsimile: (605) 775-2086

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 24, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

The information required on 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, as amended (the "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

Names of Reporting Persons.
I.R.S. Identification Nos. of
above persons (entities only)

1. Lawrence D. Crouse,
individually and as trustee of
the 2005 Gerdin Children's
Trust and 2009 Gerdin
Heartland Trust (as defined
below)

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2. (a)
(b)

3. SEC USE ONLY

4. Source of Funds (See
Instructions)

OO

5. Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of
Organization

United States of America

7. Sole Voting
Power

10,394,213 ⁽¹⁾

8. Number of
Shares
Beneficially
Owned by
Each
Reporting
Person with

Shared Voting
Power

34,660 ⁽²⁾

9. Sole
Dispositive
Power

8,457,937 ⁽³⁾

10. Shared
Dispositive
Power

34,660 ⁽²⁾

11. Aggregate Amount
Beneficially Owned by Each
Reporting Person

10,428,873 ⁽²⁾

12. Check if the Aggregate
Amount in Row (11) Excludes
Certain Shares (See
Instructions)

[]

13. Percent of Class Represented
by Amount in Row (11)

11.5% ⁽⁴⁾

14. Type of Reporting Person (See
Instructions)

IN

CUSIP NO.: 422347 10 4

- (1) Comprised of (i) 47,565 shares of Common Stock owned by Mr. Crouse, (ii) 1,936,276 shares of Common Stock represented by voting trust certificates which are owned by Gerdin Family Investments, LP; (iii) 1,910,372 shares owned by the 2005 Gerdin Children's Trust over which Mr. Crouse serves as trustee; and (iv) 6,500,000 shares owned by the 2009 Gerdin Heartland Trust over which Mr. Crouse serves as trustee.
- (2) Comprised of 34,660 shares of Common Stock owned by trusts for the benefit of the grandchildren of Russell and Ann Gerdin over which Mr. Crouse serves as trustee and has shared voting and dispositive power with respect to each trust.
- (3) Comprised of (i) 47,565 shares of Common Stock owned by Mr. Crouse; (ii) 1,910,372 shares of Common Stock owned by the 2005 Gerdin Children's Trust over which Mr. Crouse serves as trustee; and (iii) 6,500,000 shares owned by the 2009 Gerdin Heartland Trust over which Mr. Crouse serves as trustee.
- (4) Based on 90,688,621 shares of Common Stock outstanding as of August 24, 2010.
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Lawrence D. Crouse previously filed Schedule 13G pursuant to the provisions of Rule 13d-1(d).

Item 1. Security and Issuer.

This statement on Schedule 13D (this "Statement") relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Heartland Express, Inc., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 901 North Kansas Avenue, North Liberty, IA 52317.

Item 2. Identity and Background.

(a) This Statement is being filed on behalf of Lawrence D. Crouse.

(b) The business address of the Mr. Crouse is P. O. Box 480, Burke, South Dakota 57523.

(c) The principal occupation of Mr. Crouse is independent business owner. Mr. Crouse serves as a director of the Issuer.

(d) - (e) During the last five years, Mr. Crouse has not been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Crouse is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

On August 24, 2010, 6,500,000 shares of the Issuer were gifted from the Ann S. Gerdin Revocable Trust to the 2009 Gerdin Heartland Trust, which was established on July 15, 2009 (the "Trust"). Mr. Crouse serves as trustee of the Trust. By virtue of Mr. Crouse serving as trustee of the Trust, he has voting and dispositive power over the shares owned by the Trust. Thus, pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended, Mr. Crouse is deemed to beneficially own the shares owned by the Trust. Mr. Crouse does not receive money or other consideration in connection with serving as trustee for the Trust. By virtue of this gift transfer, Mr. Crouse has an obligation to file this Schedule 13D.

Item 4. Purpose of Transaction.

This transaction is a bona fide gift of shares to the 2009 Gerdin Heartland Trust, over which Mr. Crouse serves as trustee, for estate planning purposes.

Mr. Crouse does not have any other present plans or proposals with respect to any action referred to in sections (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) As of August 24, 2010 there were 90,688,621 shares of Common Stock outstanding. As of the date hereof, Mr. Crouse may be deemed to be the beneficial owner (pursuant to Rule 13d-3) of an aggregate of 10,428,873 shares of Common Stock, representing approximately 11.5% of the issued and outstanding shares of Common Stock of the Issuer. The shares of Common Stock deemed to be beneficially owned by Mr. Crouse consist of (i) 47,565 shares of Common Stock owned by Mr. Crouse personally; (ii) 1,936,276 shares of Common Stock represented by voting trust certificates owned by Gerdin Family Investments, LP; (iii) 1,910,372 shares of Common Stock owned by the 2005 Gerdin Children's Trust; (iv) 6,500,000 shares of Common Stock owned by the 2009 Gerdin Heartland Trust; and (v) 34,660 shares of common stock owned by ten trusts for the benefit of the Gerdin grandchildren.

(b) Mr. Crouse has the sole power to vote 10,394,213 of the shares of Common Stock of the Issuer for

which beneficial ownership is reported. (1) Mr. Gerdin has the sole power to dispose of 8,457,937 of shares of Common Stock of the Issuer for which beneficial ownership is reported. (2)

(c) Transactions Effected During the Past 60 Days or since the most recent filing of Schedule 13D:

The following transaction with respect to shares by of the reporting persons was effected since the most recent filing of Schedule 13D. These transactions were not effected in the open market.

On June 14, 2010:

The 2005 Gerdin Children's Trust, over which Mr. Crouse serves as trustee, received 199,999 shares of Common Stock as a remainder interest from the 2005 Ann S. Gerdin Grantor Retained Annuity Trust.

On July 2, 2010:

The revocable trusts of Mr. and Mrs. Russell Gerdin each gifted 9,000 shares (a total of 18,000 shares) of Common Stock to ten trusts, over which Mr. Crouse serves as a joint trustee, for the benefit of their grandchildren.

On August 24, 2010:

The 2009 Gerdin Heartland Trust, over which Mr. Crouse serves as trustee, received a gift of 6,500,000 shares of Common Stock from the Ann S. Gerdin Revocable Trust.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Except as described in Items 3, 4, and 5 of this Statement, there are no contracts, arrangements, understandings, or relationships (legal or otherwise) among the Mr. Crouse and any person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

None.

1 Comprised of (i) 47,565 shares of Common Stock owned by Mr. Crouse; (ii) 1,936,276 shares of Common Stock represented by voting trust certificates which are owned by Gerdin Family Investments, LP; (iii) 1,910,372 shares owned by the 2005 Gerdin Children's Trust over which Mr. Crouse serves as trustee; and (iv) 6,500,000 shares owned by the 2009 Gerdin Heartland Trust over which Mr. Crouse serves as trustee.

2 Comprised of (i) 47,565 shares of Common Stock owned by Mr. Crouse; (ii) 1,910,372 shares owned by the 2005 Gerdin Children's Trust over which Mr. Crouse serves as trustee; and (iii) 6,500,000 shares owned by the 2009 Gerdin Heartland Trust over which Mr. Crouse serves as trustee.

SIGNATURE

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

Lawrence D. Crouse, individually and as trustee of the 2005 Gerdin Children's Trust and 2009 Gerdin Heartland Trust

/s/ Thomas E. Hill, as power of attorney

Dated: August 27, 2010