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HEARTLAND EXPRESS INC
Form 10-Q
November 07, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For quarter ended September 30, 2008

Commission File No. 0-15087

HEARTLAND EXPRESS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

93-0926999

(I.R.S. Employer
Identification Number)

901 North Kansas Avenue, North Liberty, Iowa

(Address of Principal Executive Office)

52317

(Zip Code)

Registrant's telephone number, including area code (319) 626-3600

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. (See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act). Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

At September 30, 2008, there were 96,157,633 shares of the Company's \$0.01 par value common stock outstanding.

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HEARTLAND EXPRESS, INC. AND SUBSIDIARIES

PART I

FINANCIAL INFORMATION

	Page Number
Item 1. Financial Statements	
Consolidated Balance Sheets as of September 30, 2008 (unaudited) and December 31, 2007	1
Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2008 and 2007 (unaudited)	2
Consolidated Statement of Stockholders' Equity for the Nine Months Ended September 30, 2008 (unaudited)	3
Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2008 and 2007 (unaudited)	4
Notes to Consolidated Financial Statements	5-12
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	12-21
Item 3. Quantitative and Qualitative Disclosures about Market Risk	22
Item 4. Controls and Procedures	22

PART II

OTHER INFORMATION

Item 1. Legal Proceedings	22
Item 2. Changes in Securities	22
Item 3. Defaults upon Senior Securities	23
Item 4. Submission of Matters to a Vote of Security Holders	23
Item 5. Other Information	23
Item 6. Exhibits and Reports on Form 8-K	23
Signature	24

HEARTLAND EXPRESS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(in thousands, except per share amounts)

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ASSETS	September 30, 2008	December 31, 2007
	-----	-----
CURRENT ASSETS	(Unaudited)	
Cash and cash equivalents	\$ 67,820	\$ 7,960
Short-term investments	545	186,944
Trade receivables, net of allowance for doubtful accounts of \$840 at September 30, 2008 and \$775 at December 31, 2007	47,169	44,359
Prepaid tires	5,697	4,764
Other current assets	6,058	3,391
Income tax receivable	473	57
Deferred income taxes	33,033	30,443
	-----	-----
Total current assets	160,795	277,918
	-----	-----
PROPERTY AND EQUIPMENT		
Land and land improvements	17,442	17,264
Buildings	26,761	25,413
Furniture & fixtures	2,269	2,220
Shop & service equipment	4,883	4,685
Revenue equipment	326,762	320,776
	-----	-----
	378,117	370,358
Less accumulated depreciation	154,798	132,545
	-----	-----
Property and equipment, net	223,319	237,813
	-----	-----
LONG-TERM INVESTMENTS	180,622	--
GOODWILL	4,815	4,815
OTHER ASSETS	5,622	5,748
	-----	-----
	\$ 575,173	\$ 526,294
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 28,712	\$ 13,073
Compensation & benefits	16,254	14,699
Insurance accruals	67,061	60,882
Other accruals	7,746	6,718
	-----	-----
Total current liabilities	119,773	95,372
	-----	-----
LONG-TERM LIABILITIES		
Income taxes payable	35,023	37,593
Deferred income taxes	52,015	50,570
	-----	-----
Total long-term liabilities	87,038	88,163
	-----	-----
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY		
Preferred stock, par value \$.01; authorized 5,000 shares; none issued	--	--
Capital stock; common, \$.01 par value;		

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authorized 395,000 shares; issued and outstanding 96,158 in 2008 and 96,949 in 2007	962	970
Additional paid-in capital	439	439
Retained earnings	375,584	341,350
Accumulated other comprehensive loss	(8,623)	--
	-----	-----
Total stockholders' equity	368,362	342,759
	-----	-----
	\$ 575,173	\$ 526,294
	=====	=====

The accompanying notes are an integral part of these consolidated financial statements.

1

HEARTLAND EXPRESS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (in thousands, except per share amounts)

	Three Months Ended September 30, (unaudited)		Nine Months Ended September 30, (unaudited)	
	2008	2007	2008	2007
	----	----	----	----
Operating revenue	\$ 169,935	\$ 146,575	\$ 483,577	\$ 439,107
	-----	-----	-----	-----
Operating expenses:				
Salaries, wages, and benefits ...	\$ 51,462	\$ 48,096	\$ 148,646	\$ 147,060
Rent and purchased transportation	4,725	5,252	14,975	16,117
Fuel	58,393	40,747	169,386	117,257
Operations and maintenance	4,051	3,253	12,367	9,957
Operating taxes and licenses	2,323	2,552	6,908	7,170
Insurance and claims	6,443	2,826	17,237	14,104
Communications and utilities	856	996	2,792	2,865
Depreciation	11,504	12,365	32,580	35,946
Other operating expenses	4,456	4,472	12,928	13,036
Gain on disposal of property and equipment	(2,899)	(493)	(3,533)	(10,271)
	-----	-----	-----	-----
Total operating expenses	141,314	120,066	414,286	353,241
	-----	-----	-----	-----
Operating income	28,621	26,509	69,291	85,866
Interest income	1,943	1,741	7,042	7,963
	-----	-----	-----	-----
Income before income taxes	30,564	28,250	76,333	93,829
Federal and state income taxes	11,841	11,105	25,715	34,290
	-----	-----	-----	-----
Net income	\$ 18,723	\$ 17,145	\$ 50,618	\$ 59,539
	=====	=====	=====	=====
Earnings per share	\$ 0.19	\$ 0.18	\$ 0.53	\$ 0.61
	=====	=====	=====	=====

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Weighted average shares outstanding	96,158	97,499	96,177	97,998
	=====	=====	=====	=====
Dividends declared per share	\$ 0.020	\$ 0.020	\$ 0.060	\$ 2.065
	=====	=====	=====	=====

The accompanying notes are an integral part of these consolidated financial statements.

2

HEARTLAND EXPRESS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (in thousands, except per share amounts) (unaudited)

	Capital Stock, Common	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	-----	-----	-----	-----	-----
Balance, December 31, 2007 .	\$ 970	\$ 439	\$ 341,350	--	\$ 342,759
Comprehensive income:					
Net income	--	--	50,618	--	50,618
Unrealized loss on available-for-sale securities, net of tax	--	--	--	(8,623)	(8,623)

Total comprehensive income					41,995
Dividends on common stock, \$0.06 per share	--	--	(5,770)	--	(5,770)
Stock repurchase	(8)	--	(10,614)	--	(10,622)
	-----	-----	-----	-----	-----
Balance, September 30, 2008	\$ 962	\$ 439	\$ 375,584	\$ (8,623)	\$ 368,362
	=====	=====	=====	=====	=====

The accompanying notes are an integral part of these consolidated financial statements.

3

HEARTLAND EXPRESS, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Nine months ended September 30, (Unaudited)	
	2008	2007
OPERATING ACTIVITIES		
Net income	\$ 50,618	\$ 59,539
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	32,580	35,954
Deferred income taxes	(891)	1,555
Amortization of share based compensation	--	63
Gain on disposal of property and equipment	(3,533)	(10,271)
Changes in certain working capital items:		
Trade receivables	(2,810)	(5,660)
Prepaid expenses and other current assets	(2,843)	(1,959)
Accounts payable, accrued liabilities, and accrued expenses	11,631	5,286
Accrued income taxes	(2,986)	1,517
Net cash provided by operating activities	81,766	86,024

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INVESTING ACTIVITIES		
Proceeds from sale of property and equipment	1,833	13,221
Purchases of property and equipment, net of trades	(4,357)	(41,201)
Net (purchases) sales of investments	(3,100)	160,738
Change in other assets	126	(187)
	-----	-----
Net cash (used in) provided by investing activities ..	(5,498)	132,571
	-----	-----
FINANCING ACTIVITIES		
Cash dividend	(5,786)	(202,396)
Stock repurchase	(10,622)	(19,289)
	-----	-----
Net cash used in financing activities	(16,408)	(221,685)
	-----	-----
Net increase (decrease) in cash and cash equivalents	59,860	(3,090)
CASH AND CASH EQUIVALENTS		
Beginning of period	7,960	8,459
	-----	-----
End of period	\$ 67,820	5,369
	=====	=====
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Cash paid during the period for:		
Income taxes, net	\$ 29,583	\$ 31,218
Noncash investing and financing activities:		
Fair value of revenue and equipment traded	\$ 7,297	\$ 6,429
Purchased property and equipment in accounts payable \$	13,245	\$ 1,882
Common stock dividends declared in accounts payable ..	\$ 1,939	\$ 1,954

The accompanying notes are an integral part of these consolidated financial statements.

4

HEARTLAND EXPRESS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1. Basis of Presentation

The accompanying unaudited consolidated financial statements of Heartland Express, Inc. and subsidiaries (the "Company") have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all normal, recurring adjustments considered necessary for a fair presentation have been included. The consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes for the year ended December 31, 2007 included in the Annual Report on Form 10-K of the Company filed with the Securities and Exchange Commission. Interim results of operations are not necessarily indicative of the results to be expected for the full year

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or any other interim periods. There were no changes to the Company's significant accounting policies during the nine month period ended September 30, 2008 other than the adoption of Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" ("SFAS 157") as discussed in Note 5.

Note 2. Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 3. Segment Information

The Company has ten regional operating divisions in addition to our corporate headquarters; however, it has determined that it has one reportable segment. All of the divisions are managed based on similar economic characteristics. Each of the regional operating divisions provides short-to medium-haul truckload carrier services of general commodities to a similar class of customers. In addition, each division exhibits similar financial performance, including average revenue per mile and operating ratio. As a result of the foregoing, the Company has determined that it is appropriate to aggregate its operating divisions into one reportable segment, consistent with the guidance in Statement of Financial Accounting Standards ("SFAS") No. 131. Accordingly, the Company has not presented separate financial information for each of its operating divisions as the Company's consolidated financial statements present its one reportable segment.

Note 4. Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. These reclassifications did not have any effect on the Company's financial position, operating income, net income or cash flows for the period ended September 30, 2007. In the consolidated balance sheet as of September 30, 2008, the Company classified accrued interest on auction rate securities as other current assets. The Company previously presented accrued interest on auction rate securities as short-term investments. In the consolidated balance sheet as of December 31, 2007, the Company reclassified \$1.7 million from short-term investments to other current assets. In the consolidated statement of cash flows for the period ended September 30, 2007, the Company reclassified \$0.5 million from investing activities as a component of net purchases of investments, to operating activities as a component of changes in other current assets.

5

Note 5. Adoption of SFAS 157

In September 2006, the Financial Accounting Standards Board ("FASB") issued SFAS 157. SFAS 157 became effective for the Company on January 1, 2008. SFAS No. 157 defines fair value, specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable, and enhances disclosures about fair value measurements. Observable inputs are inputs that reflect market data obtained from sources independent of the Company and unobservable inputs are inputs based on the Company's own assumptions based on best information available in the circumstances. The two sources of these inputs are used in applying the following fair value hierarchy:

- o Level 1 - quoted prices in active markets for identical assets or

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- liabilities.
- o Level 2 - quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; modeling with inputs that have observable inputs (i.e. interest rates observable at commonly quoted intervals).
- o Level 3 - valuation is generated from model-based techniques that use significant assumptions not observable in the market.

Under SFAS 157, the Company must value assets and liabilities at the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In October, 2008 the FASB issued Staff Position No. 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active", ("SOP 157-3") and is effective as of the date of issuance including periods for which financial statements have not yet been issued. SOP 157-3 specifically provides guidance regarding the considerations necessary when markets are inactive. The guidance indicates that quotes from brokers or pricing services may be relevant inputs when measuring fair value, but are not necessarily determinative in the absence of an active market for the asset.

Application of SFAS 157 for fair value measurements is primarily related to the valuation of investments as discussed in Note 7. There may be inherent weaknesses in any calculation technique, and changes in the underlying assumptions used, including discount rates and estimates of future cash flows, that could significantly affect the results of current or future values.

See Note 7 for further discussion of the impact of SFAS 157 and SOP 157-3 for the period ended September 30, 2008. The adoption of SFAS 157 and SOP 157-3 did not have any impact on income from operations, net income, and related earnings per share for the three month or nine month periods ended September 30, 2008.

Note 6. Cash and Cash Equivalents

Cash equivalents are short-term, highly liquid investments with original maturities of three months or less. Restricted and designated cash and short-term investments totaling \$5.6 million at September 30, 2008 and \$5.7 million at December 31, 2007 are included in other non-current assets. The restricted funds represent those required by state agencies for self-insurance purposes and designated funds that are earmarked for a specific purpose and not for general business use.

Note 7. Investments

The Company's investments are primarily in the form of tax free; auction rate student loan educational bonds backed by the U.S. government and are classified as available for sale. The investments typically have an interest reset provision of 35 days with contractual maturities that range from 6 to 39 years as of September 30, 2008. At the reset date the Company has the option to roll the investments and reset the interest rate or sell the investments in an auction. The Company receives the par value of the investment plus accrued interest on the reset date if the underlying investment is sold. Primarily all investments (96.3% of par value) have AAA (or equivalent) ratings from

recognized rating agencies as of September 30, 2008. There were no gains (losses) on sales of investments in the auction process prior to auction failures.

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During the quarter ended March 31, 2008 the Company began experiencing failures in the auction process of auction rate securities held by the Company. As of September 30, 2008, all of the Company's auction rate securities were associated with unsuccessful auctions. Based on the unsuccessful auctions that began during February 2008 and continued through September 30, 2008, the Company reclassified these investments to long-term investments. In addition, the Company recorded an adjustment to fair value to reflect the lack of liquidity in these securities as discussed in more detail below. This is consistent with the presentation made in the financial statements as of March 31, 2008 and June 30, 2008. To date, there have been no instances of delinquencies or non-payment of applicable interest from the issuers. Investment income received is generally exempt from federal income taxes and is accrued as earned. Accrued interest income is included in other current assets in the consolidated balance sheet.

The Company was required to estimate the fair value of the auction rate securities applying guidance in SFAS 157, "Fair Value Measurements" which became effective for the Company as of January 1, 2008. Fair value represents an estimate of what the Company could have sold the investments for in an orderly transaction with a third party as of the September 30, 2008 measurement date although it is not the intent of the Company to sell such securities at discounted pricing. Historically, the fair value of such investments was reported based on amortized cost. Until auction failures began, the fair value of these investments were calculated using Level 1 observable inputs per SFAS 157 and fair value was deemed to be equivalent to amortized cost due to the short-term and regularly occurring auction process. Based on auction failures beginning in mid-February 2008 and continued failures through September 30, 2008, there were not any observable quoted prices or other relevant inputs for identical or similar securities. Estimated fair value of all auction rate security investments as of September 30, 2008 was calculated using unobservable, Level 3 inputs, as defined by SFAS 157 due to the lack of observable market inputs specifically related to student loan auction rate securities. The fair value of these investments as of the September 30, 2008 measurement date could not be determined with precision based on lack of observable market data and could significantly change in future measurement periods. There were no unrealized gains (losses) recorded upon the adoption of SFAS 157 as of January 1, 2008 and all the unrealized losses as of September 30, 2008 relate to the Company's investment in auction rate student loan educational bonds.

The estimated fair value of the underlying investments as of September 30, 2008 declined below amortized cost of the investments, as a result of liquidity issues in the auction rate markets. With the assistance of the Company's financial advisors, fair values of the student loan auction rate securities were estimated using a discounted cash flow approach to value the underlying collateral of the trust issuing the debt securities considering the estimated average life of the underlying student loans that are the collateral to the trusts, principal outstanding, expected rates of returns, and payout formulas. These underlying cash flows were discounted using interest rates consistent with instruments of similar quality and duration with an adjustment for a higher required yield for lack of liquidity in the market for these auction rate securities. The Company obtained an understanding of assumptions in models used by third party financial institutions to estimate fair value and considered these assumptions in the Company's cash flow models but did not exclusively use the fair values provided by financial institutions based on their internal modeling. The Company is aware that trading of student loan auction rate securities is occurring in secondary markets which were considered in the Company's fair value assessment although the Company has not listed any of its assets for sale on the secondary market. As a result of the fair value measurements, the Company recognized an unrealized loss and reduction to investments, of \$8.6 million during the nine month period ended September 30, 2008. There was not any unrealized loss on investments as of December 31, 2007 as the auctions had functioned regularly through that date. The unrealized loss of \$8.6 million net of tax was recorded as an adjustment to other accumulated

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comprehensive loss.

The Company has evaluated the unrealized losses to determine whether this decline is other than temporary. Management has concluded the decline in fair value to be temporary based on the following considerations:

7

- o Current market activity and the lack of severity or extended decline do not warrant such action at this time.
- o During June 2008, the Company received \$1.1 million as the result of a partial call by an issuer. The Company received par value for the amount of the call.
- o During July 2008, the Company received \$8.0 million in calls at par and subsequent to September 30, 2008 the Company has received \$0.7 million in calls, further evidencing that the underlying investments are being settled at par.
- o Based on the Company's financial operating results, operating cash flows and debt free balance sheet, the Company has the ability and intent to hold such securities until recovery of the unrealized loss.
- o There have not been any significant changes in collateralization and ratings of the underlying securities since the first failed auction. The Company continues to hold 96.3% of the auction rate security portfolio in senior positions of AAA (or equivalent) rated securities. The other 3.7% of the auction rate security portfolio is covered by the principle terms of a settlement agreement in which the Company will receive par for the underlying auction rate security holdings no later than July 2, 2012. Current rates of returns on these holdings, which are considerably higher than comparable investments and will not reset until March 2009, and the fact the Company will receive par value of the investment no later than July 2, 2012, supports a value for these investments of par value.
- o The Company is not aware of any changes in default rates of the underlying student loans that are the assets to the trusts issuing the auction rate security debt.
- o Currently there is legislative pressure to provide liquidity in student loan investments, providing liquidity to state student loan agencies, to continue to provide financial assistance to eligible students to enable higher educations. This has the potential to impact existing securities with underlying student loans.
- o As individual trusts that are the issuers of the auction rate student loan debt, which the Company holds, continue to pay higher default rates of interest, there is the potential that the underlying trust would seek alternative financing and call the existing debt at which point it is estimated the Company would receive par value of the investment.
- o All ARS investments are held with financial institutions that have agreed in principle to settlement agreements with various regulatory agencies to provide liquidity. Although the principles of the respective settlement agreements focus mostly on small investors (generally companies and individual investors with auction rate security assets less than \$25 million), the respective settlements state the financial institutions will work with issuers and other interested parties to use their best efforts to provide liquidity solutions to companies not specifically covered by the principle terms of the respective settlements by the end of 2009.

In addition to the items noted above, the Company has the intent and ability to hold these investments until recovery, therefore there was not any other than temporary impairment recorded on these investments during the period ended September 30, 2008.

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Management will monitor its investments and ongoing market conditions in future periods to assess impairments considered to be other than temporary. Should estimated fair value continue to remain below cost or the fair value decrease significantly from current fair value, the Company may be required to record an impairment of these investments, through a charge in the consolidated statement of operations.

The table below presents a reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the nine month period ended September 30, 2008.

8

Level 3 Fair Value Measurements	Available-for-sale debt securities (1) (in thousands)
Balance, December 31, 2007	\$ -
Purchases, sales, issuances, and settlements	2,818
Transfers in to (out of) Level 3	186,427
Total gains or losses (realized/unrealized):	
Included in earnings	-
Included in other comprehensive loss	(8,623)

Balance, September 30, 2008	\$ 180,622 =====

(1) Available-for-sale auction rate securities had observable market inputs and were valued at amortized cost at December 31, 2007 based on regular, successful auctions. Based on unsuccessful auctions during the nine months ended September 30, 2008, the fair value of these securities was changed to modeling techniques, as described previously, using unobservable market inputs.

The amortized cost and fair value of investments at September 30, 2008 and December 31, 2007 were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(in thousands)		
September 30, 2008:				
Current:				
Municipal bonds	\$ 545	-	-	\$ 545
Long-term				
Auction rate student loan educational bonds	189,500	-	8,878	180,622
	-----	-----	-----	-----
	\$ 189,790	-	\$ 8,623	\$ 180,622
	=====	=====	=====	=====
December 31, 2007:				
Current:				
Municipal bonds	\$ 517	\$ -	\$ -	\$ 517
Auction rate student loan educational bonds	186,427	-	-	186,427
	-----	-----	-----	-----
	\$ 186,944	\$ -	\$ -	\$ 186,944
	=====	=====	=====	=====

Note 8. Property, Equipment, and Depreciation

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Property and equipment are stated at cost, while maintenance and repairs are charged to operations as incurred. Depreciation for financial statement purposes is computed by the straight-line method for all assets other than tractors. Tractors are depreciated by the 125% declining balance method. Tractors are depreciated to salvage values of \$15,000 while trailers are depreciated to salvage values of \$4,000.

Note 9. Earnings Per Share

Earnings per share are based upon the weighted average common shares outstanding during each period. Heartland Express has no common stock equivalents; therefore, diluted earnings per share are equal to basic earnings per share.

9

Note 10. Dividends

On September 8, 2008, the Company's Board of Directors declared a regular quarterly dividend of \$0.02 per common share, approximately \$1.9 million, payable October 2, 2008 to shareholders of record at the close of business on September 19, 2008. On October 2, 2008, the Company paid the \$1.9 million dividend declared during the third quarter of 2008.

Future payment of cash dividends and the amount of such dividends will depend upon financial conditions, results of operations, cash requirements, tax treatment, and certain corporate law requirements, as well as factors deemed relevant by our Board of Directors.

Note 11. Income Taxes

In July 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes-An Interpretation of FASB Statement No. 109 ("FIN48"). Beginning with the adoption of FIN 48, the Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties related to unrecognized tax benefits in income tax expense.

The Company recognized additional tax liabilities of \$4.8 million with a corresponding reduction to beginning retained earnings as of January 1, 2007 as a result of the adoption of FIN 48. The total amount of gross unrecognized tax benefits was \$25.2 million as of January 1, 2007, the date of adoption and \$25.7 million at December 31, 2007. At September 30, 2008, the Company had a total of \$23.0 million in gross unrecognized tax benefits. Of this amount, \$14.9 million represents the amount of unrecognized tax benefits that, if recognized, would impact our effective tax rate. Unrecognized tax benefits were increased by approximately \$0.5 million during the three month period ended September 30, 2008 due to risks associated with state income tax filing positions for the Company's corporate subsidiaries. Unrecognized tax benefits were a net decrease of approximately \$2.7 million during the nine month period ended September 30, 2008, due to the expiration of certain statutes of limitation net of additions. The total net amount of accrued interest and penalties for such unrecognized tax benefits was \$12.1 million at September 30, 2008 and \$11.9 million at December 31, 2007. Net interest and penalties included in income tax expense for the three and nine month periods ended September 30, 2008 was an additional tax expense of approximately \$0.4 million and \$0.1 million, respectively. Net interest and penalties included in income tax expense for the three and nine

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month periods ended September 30, 2007 was an additional tax expense of \$0.9 million and \$1.2 million, respectively. These unrecognized tax benefits relate to risks associated with state income tax filing positions for the Company's corporate subsidiaries.

The Company's effective tax rate was 38.8% and 39.3 %, respectively, in the three months ended September 30, 2008 and 2007. The Company's effective tax rate was 33.7% and 36.6%, respectively, in the nine months ended September 30, 2008 and 2007. The decrease in the effective tax rate for the nine months ending September 30, 2008 is primarily attributable to a favorable income tax expense adjustment as a result of the application of FASB Interpretation No. 48 ("FIN 48"). Under the application of FIN 48 during the nine months ended September 30, 2008, the Company reduced its liability for unrecognized tax benefits and associated penalties and interest for lapses in applicable statute of limitations and during the nine months ended September 30, 2007, the Company increased its liability for unrecognized tax benefits. The associated tax benefit (expense) was \$2.9 million and (\$1.4) million for the nine month periods ended September 30, 2008 and 2007, respectively. The associated changes for the three month periods ended September 30, 2008 and 2007 were not material.

A number of years may elapse before an uncertain tax position is audited and ultimately settled. It is difficult to predict the ultimate outcome or the timing of resolution for uncertain tax positions. It is reasonably possible that the amount of unrecognized tax benefits could significantly increase or decrease within the next twelve months. These changes could result from the expiration of the statute of limitations, examinations or other unforeseen circumstances. As of September 30, 2008, the Company did not have any ongoing examinations or

10

outstanding litigation related to tax matters. At this time, management's best estimate of the reasonably possible change in the amount of unrecognized tax benefits to be a decrease of approximately \$1.6 to \$2.1 million during the next twelve months mainly due to the expiration of certain statute of limitations net of additional interest accruals.

The federal statute of limitations remains open for the years 2005 and forward. Tax years 1998 and forward are subject to audit by state tax authorities depending on the tax code of each state.

Note 12. Commitments and Contingencies

The Company is party to ordinary, routine litigation and administrative proceedings incidental to its business. In the opinion of management, the Company's potential exposure under pending legal proceedings is adequately provided for in the accompanying consolidated financial statements.

During the quarter ended September 30, 2008 the Company entered into a commitment for a tractor fleet upgrade and the purchase of additional trailers. The commitment is expected to include the purchase of approximately 1,600 new tractors and 400 new trailers with a total estimated purchase commitment of approximately \$84 million net of trade value of traded tractors.

The delivery of the equipment began during the quarter ended September 30, 2008 and is expected to continue throughout 2009. As of September 30, 2008 the Company had approximately \$82 million of this net commitment remaining of which the Company had \$12.9 million of equipment purchases recorded in accounts payable and accrued liabilities. The remaining commitment will be reduced as equipment is delivered and paid. Subsequent to September 30, 2008, the Company paid approximately \$24 million towards these commitments.

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Note 13. Share Repurchases

In September 2001, the Board of Directors of the Company authorized a program to repurchase 15.4 million shares, as adjusted for stock splits after the approval, of the Company's common stock in open market or negotiated transactions using available cash, cash equivalents, and investments. The authorization to repurchase remains open at September 30, 2008 and has no expiration date. The repurchase program may be suspended or discontinued at any time without prior notice.

The Company repurchased the following shares of common stock under the above-described repurchase plan:

	Nine Months Ended September 30,	
	2008	2007
Shares of Common Stock Repurchased (in Millions)	0.8	-
Value of stock repurchased (in Millions)	\$ 10.6	-

Note 14. Related Party Transactions

Prior to moving into the new corporate headquarters in July 2007, the Company leased two office buildings and a storage building from its chief executive officer under a lease which provided for monthly rentals of approximately \$0.03 million plus the payment of all property taxes, insurance and maintenance, which are reported in the Company's consolidated financial statements. The lease was terminated in July 2007 with no penalties for early termination. During the nine months ended September 30, 2008, the Company rented storage space from its chief executive officer on a month-to-month lease, which provided monthly rentals that were not significant. In the opinion of management, the rates paid were comparable to those that could have been negotiated with a third party.

11

Rent expense paid to the Company's chief executive officer for the three months ended September 30, 2008 was not material and there was no rent expense paid to the chief executive officer during the three months ended September 30, 2007. Rent expense paid to the chief executive officer totaled approximately \$0.04 million and \$0.05 million for the nine months ended September 30, 2008 and 2007. Rent expense is included in rent and purchased transportation per the consolidated statements of income. There were not any amounts due and not paid under these leases as of September 30, 2008.

Note 15. Accounting Pronouncements

In 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS No. 159"), which provides the Company the option to measure many financial instruments and certain other items at fair value that are not currently required or permitted to be measured at fair value. SFAS No. 159 became effective for the Company January 1, 2008. The adoption did not effect the financial position, results of operations, and cash flows of the Company.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations" ("SFAS 141R") and SFAS Statement No. 160, "Noncontrolling Interests in Consolidated Financial Statements" - an amendment to ARB No. 51 ("SFAS 160") (collectively, "the Statements"). The Statements require most identifiable assets, liabilities, noncontrolling interests, and goodwill acquired in a

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business combination to be recorded at "full fair value" and require noncontrolling interests (previously referred to as minority interests) to be reported as a component of equity, which changes the accounting for transactions with noncontrolling interest holders. The Statements are effective for periods beginning on or after December 15, 2008, and earlier adoption is prohibited. SFAS 141R will be applied to business combinations occurring after the effective date. SFAS 160 will be applied prospectively to all noncontrolling interests, including any that arose before the effective date. The Company is currently evaluating the impact of adopting the Statements on its results of operations and financial position.

On May 9, 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles" ("SFAS No. 162") which reorganizes the generally accepted accounting principles ("GAAP") hierarchy as detailed in the statement. The purpose of the new standard is to improve financial reporting by providing a consistent framework for determining what accounting principles should be used when preparing U.S. GAAP financial statements. SFAS No. 162 will be effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles. The Company does not expect the adoption of SFAS No. 162 to effect the financial position, results of operations or cash flows of the Company.

Note 16. Subsequent Event

Subsequent to September 30, 2008, the Company repurchased 969,100 shares of common stock for a total purchase price of \$12.9 million under a repurchase program authorized by the board of directors in September 2001. See Note 13 for additional information.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

Except for certain historical information contained herein, this Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks, assumptions and uncertainties which are difficult to predict. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including any projections of earnings, revenues, or other financial items; any statements of plans, strategies, and objectives of management for future operations; any statements concerning proposed new strategies or developments; any statements regarding future economic conditions or performance; any statements of belief and any statement of assumptions underlying any of the foregoing. Words such as "believe," "may,"

"could," "expects," "anticipates," and "likely," and variations of these words or similar expressions, are intended to identify such forward-looking statements. The Company's actual results could differ materially from those discussed in the section entitled "Factors That May Affect Future Results," included in "Management's Discussion and Analysis of Financial Condition and Results of Operations" set forth in the Company's Annual report on Form 10-K, which is by this reference incorporated herein. The Company does not assume, and specifically disclaims, any obligation to update any forward-looking statements contained in this Quarterly report.

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Overview

Heartland Express, Inc. is a short-to-medium haul truckload carrier. The Company transports freight for major shippers and generally earns revenue based on the number of miles per load delivered. The Company provides regional dry van truckload services from nine regional operating centers plus its corporate headquarters. The Company's nine regional operating centers, accounted for 73.5% and 71.1% of the third quarter 2008 and 2007 operating revenues and 73.6% and 72.5% of the operating revenues for the nine month period ended September 30, 2008 and 2007. The Company takes pride in the quality of the service that it provides to its customers. The keys to maintaining a high level of service are the availability of late-model equipment and experienced drivers.

Operating efficiencies and cost controls are achieved through equipment utilization, operating a fleet of late model equipment, maintaining an industry leading driver to non-driver employee ratio, and the effective management of fixed and variable operating costs. At September 30, 2008, the Company's tractor fleet had an average age of 2.5 years while the trailer fleet had an average age of 4.4 years. During the quarter ended September 30, 2008, the Company began a tractor fleet upgrade covering approximately half of the Company's tractor fleet. The Company took delivery of 197 new tractors of the anticipated total of 1600 and delivery of the new trucks will continue for the remainder of 2008 and throughout 2009. The Company has grown internally by providing quality service to targeted customers with a high density of freight in the Company's regional operating areas. In addition to the development of its regional operating centers, the Company has made five acquisitions since 1987. Future growth is dependent upon several factors including the level of economic growth and the related customer demand, the available capacity in the trucking industry, potential of acquisition opportunities, and the availability of experienced drivers.

The Company ended the third quarter of 2008 with operating revenues of \$169.9 million, including fuel surcharges, net income of \$18.7 million, and earnings per share of \$0.19 on average outstanding shares of 96.2 million. The Company posted an 83.2% operating ratio (net operating expenses as a percentage of operating revenues) and an 11.0% net margin (net income as a percentage of operating revenues). The Company ended the quarter with cash, cash equivalents, short-term and long-term investments of \$249.0 million and a debt-free balance sheet. The Company had total assets of \$575.2 million at September 30, 2008. The Company achieved a return on assets of 12.3% and a return on equity of 19.3% for the twelve months ended September 30, 2008, compared to the twelve months ended September 30, 2007 which were 13.6% and 19.3%, respectively. The Company's cash flow from operations for the first nine months of 2008 of \$81.8 million represented a 4.2 million (5.0%) decrease from the same period of 2007 mainly due to a \$8.9 million (15%) decrease in net income offset by \$3.8 increase from working capital items further offset by \$0.9 million change in noncash items. The Company's cash flow from operations was 16.9% of operating revenues for the nine month period ended September 30, 2008 compared to 19.6% for the same period in 2007.

The overall demand for freight services continues to be tight, an overcapacity of trucks and continued historical highs in fuel pricing continued to negatively impact the operating results for the three and nine month periods ended September 30, 2008. Although fuel expense continues to negatively impact our operating results, the Company did experience decreasing fuel prices in the second half of the third quarter. The increase in the demand for freight late in the second quarter of 2008 did not continue throughout the third quarter. The soft freight demand continued to result in downward pressures on freight and fuel surcharge rates and has resulted in lower equipment utilization for the three and nine month periods ended September 30, 2008.

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13

Fuel expense, net of fuel surcharge recoveries, decreased 7.0% during the three month period ended September 30, 2008 compared to the same period of 2007 due to decreases in fuel prices experienced in the second half of the third quarter of 2008 and increased 13.4% during the nine month period ended September 30, 2008 compared to the same period of 2007 driven by higher net fuel cost experienced during the nine month period ended September 30, 2008.

Results of Operations:

The following table sets forth the percentage relationship of expense items to operating revenue for the periods indicated.

	Three Months Ended September 30, 2008		Nine Months Ended September 30, 2008	
	2008	2007	2008	2007
Operating revenue	100.0%	100.0%	100.0%	100.0%
Operating expenses:				
Salaries, wages, and benefits	30.3%	32.8%	30.7%	33.5%
Rent and purchased transportation	2.8	3.6	3.1	3.7
Fuel	34.4	27.8	35.0	26.7
Operations and maintenance	2.4	2.2	2.6	2.3
Operating taxes and licenses	1.4	1.7	1.4	1.6
Insurance and claims	3.8	1.9	3.6	3.2
Communications and utilities	0.5	0.7	0.6	0.7
Depreciation	6.8	8.4	6.7	8.2
Other operating expenses	2.6	3.1	2.7	3.0
Gain on disposal of property and equipment	(1.7)	(0.3)	(0.7)	(2.3)
Total operating expenses	83.2%	81.9%	85.7%	80.4%
Operating income	16.8%	18.1%	14.3%	19.6%
Interest income	1.1	1.2	1.5	1.8
Income before income taxes	18.0%	19.3%	15.8%	21.4%
Federal and state income taxes	7.0	7.6	5.3	7.8
Net income	11.0%	11.7%	10.5%	13.6%

The following is a discussion of the results of operations of the three and nine month period ended September 30, 2008 compared with the same period in 2007.

Three Months Ended September 2008 and 2007

Operating revenue increased \$23.4 million (15.9%), to \$169.9 million in the third quarter of 2008 from \$146.6 million in the third quarter of 2007. The increase in revenue resulted from an increase in fuel surcharge revenue of \$18.9 million to \$40.4 million, with additional increases in line haul revenue of approximately \$4.5 million. The increase in fuel surcharge revenue was a direct result of an increase in fuel costs during the period. Fuel surcharge revenue was \$21.5 million in the third quarter of 2007. The increase in line haul revenue was due to an increase in fleet miles, \$3.0 million, as a result of

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higher market demand for freight early in the quarter, and overall rate improvements of approximately \$1.3 million due to changes in the mix of freight hauled.

Salaries, wages, and benefits increased \$3.4 million (7.0%), to \$51.5 million in the third quarter of 2008 from \$48.1 million in the third quarter of 2007. The increase in salaries, wages and benefits was the result of increases of approximately \$1.0 million in company driver wages, approximately \$0.5 million in health insurance and approximately \$1.4 million in workers' compensation and an increase of \$0.3 million in non-driver payroll with the remaining increase of \$0.2 million due to higher payroll taxes as a result of

14

higher payroll costs. Driver wages increased \$1.0 million (2.8%), due to an increase in total fleet miles as discussed above. Further, the mix of the number of employee drivers to independent contractors increased slightly to a mix of 96% company drivers and 4% independent contractors during the quarter ended September 30, 2008 compared to 95% company drivers and 5% independent contractors during the same period of 2007. The increase in workers' compensation expense, \$1.4 million to \$2.7 million in the quarter ended September 30, 2008 from \$1.3 million in for the same period in 2007 due to an increase in frequency and severity of claims. Health insurance expense also increased \$0.5 million to \$2.3 million in the third quarter of 2008 from \$1.8 million in third quarter of 2007 due to an increase in frequency and severity of claims.

Rent and purchased transportation decreased \$0.5 million (10.0%), to \$4.7 million in the third quarter of 2008 from \$5.2 million in the third quarter of 2007. Rent and purchased transportation for both periods includes amounts paid to independent contractors under the Company's fuel stability program. The decrease reflects the net effect of the Company's decreased number of independent contractors resulting in an overall decrease in miles driven by independent contractors (\$1.0 million) and an increase of amounts paid under the Company's fuel stability program (\$0.5 million).

Fuel increased \$17.6 million (43.3%), to \$58.4 million for the three months ended September 30, 2008 from \$40.7 million for the same period of 2007. The increase is the result of increased fuel prices and an increase in miles driven, with minimal change in the overall fuel economy of our fleet. The Company's fuel cost per mile per company-owned tractor mile increased 46.8% in third quarter of 2008 compared to 2007. Fuel cost per mile, net of fuel surcharge, decreased 7.3% in the third quarter of 2008 compared to 2007 as a result of declining fuel prices in the third quarter of 2008 compared to a period of rising fuel prices in the third quarter of 2007. Offsetting the net decrease in fuel cost per mile was the Company's third quarter fuel cost per gallon, \$4.03 per gallon, which increased by 46.8% in 2008 compared to the same period of 2007, \$2.75 per gallon, and higher empty miles which the Company does not receive any fuel surcharge revenue.

Operations and maintenance increased \$0.8 million (24.5%), to \$4.1 million in the third quarter of 2008 from \$3.3 million in the third quarter of 2007 due to an increase in preventative maintenance, maintenance and parts replacement directly related to an increase in average age of our tractor fleet.

Insurance and claims increased \$3.6 million (128.0%), to \$6.4 million in the third quarter of 2008 from \$2.8 million in the third quarter of 2007 due to an increase in the severity of larger claims.

Depreciation decreased \$0.9 million (7.0%), to \$11.5 million during the

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third quarter of 2008 from \$12.4 million in the third quarter of 2007. The decrease is mainly attributable to a decrease in tractor purchases for the twelve month periods leading up to and including the quarters ended September 30, 2008 and 2007. As tractors are depreciated using the 125% declining balance methods, depreciation expense declines in years subsequent to the first year after initial purchase and continue to decline with the age of the fleet. Tractor depreciation decreased \$0.7 million to \$8.2 million in the quarter ended September 30, 2008 from \$8.9 million in the quarter ended September 30, 2007. There was an additional decline in trailer depreciation of \$0.1 from \$2.7 million to \$2.6 million as a net result of a higher number of trailers in the fleet offset by trailers that have become fully depreciated in 2008 due to an increase in the age of our trailer fleet.

Gain on the disposal of property and equipment increased \$2.4 million, to \$2.9 million from a gain of \$0.5 million in the third quarter of 2007. Approximately all of the \$2.4 million increase is attributable to a substantial increase in the number of tractors traded during the 2008 period compared to tractor sales/trades during the 2007 period as the Company began a tractor fleet upgrade during the third quarter of 2008. There were not any substantial gains or losses on any other property or equipment sales during the quarter ended September 30, 2008 and 2007.

15

Interest income increased \$0.2 million (11.6%) in the third quarter of 2008 compared to the 2007 period as a result of a 36.6% increase in average cash, cash equivalents, and investments held during each period. The increase in average cash, cash equivalents, and investments is primarily due to the payment of a special dividend in May 2007 of approximately \$196.5 million which was primarily funded with the sale of investments. Offsetting the increase in average interest bearing balances was a decrease in the average return on the balances.

The Company's effective tax rate did not materially change in the third quarter of 2008 compared to the third quarter of 2007.

As a result of the foregoing, the Company's operating ratio (net operating expenses as a percentage of operating revenue) was 83.2% during the third quarter of 2008 compared with 81.9% during the third quarter of 2007. Net income increased \$1.6 million (9.2%), to \$18.7 million during the third quarter of 2008 from \$17.1 million during the third quarter of 2007.

Nine Months Ended September 2008 and 2007

Operating revenue increased \$44.5 million (10.1%), to \$483.6 million in the nine months ending September 30, 2008 from \$439.1 million in the 2007 period. The increase in revenue resulted from an increase in fuel surcharge revenue of \$45.9 million to \$106.6 million offset by a net decrease in line haul revenue of approximately \$1.4 million. The increase in fuel surcharge revenue was a direct result of an increase in fuel costs during the period. Fuel surcharge revenue was \$60.7 million for the nine months ended September 30, 2007. The decrease in line haul revenue was due to a reduction in fleet miles, \$4.5 million, as a direct result of an overall decline in market demand for freight that the Company experienced during the first nine months of 2008 compared to 2007. The decrease in line haul revenue due to reduction of fleet miles was offset approximately \$3.1 million due to average line haul rate improvements for the nine months ending September 30, 2008 compared to the same period of 2007.

Salaries, wages, and benefits increased \$1.5 million (1.1%), to \$148.6 million in the nine months ended September 30, 2008 from \$147.1 million in the 2007 period. The increase in salaries, wages and benefits was the net result of

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decreases of approximately \$0.7 million in company driver wages and \$0.2 million in other benefits, offset by increases of approximately \$1.2 million in workers' compensation, approximately \$0.5 in health insurance benefits, and \$0.8 million in non-driver payroll. Driver wages decreased \$0.7 million (0.6%), due to a decrease in total fleet miles as a direct result of an overall softness in market demand for freight during the first nine months of 2008 compared to the same period of 2007. The mix of the number of employee drivers to independent contractors increased slightly to a mix of 96% company drivers and 4% independent contractors during the nine months ended September 30, 2008 compared to 95% company drivers and 5% independent contractors during the same period of 2007. The increase in workers' compensation expense, \$1.2 million (26.7%) to \$5.6 million in the nine month period ended September 30, 2008 from \$4.4 million in for the same period in 2007 was directly attributable to an increase in frequency and severity of claims. The increase in health insurance benefits was attributable to an increase in the frequency and severity of claims. The increase in non-driver payroll was mostly due to increased levels of shop and sales support personnel.

Rent and purchased transportation decreased \$1.1 million (7.1%), to \$15.0 million in the first nine months of 2008 from \$16.1 million in the compared period of 2007. Rent and purchased transportation for both periods includes amounts paid to independent contractors under the Company's fuel stability program. The decrease reflects the net effect of the Company's decreased number of independent contractors that contributed to an overall decrease in payments for miles driven by independent contractors (\$2.6 million) offset by an increase in amounts paid under the Company's fuel stability program (\$1.5 million).

Fuel increased \$52.1 million (44.5%), to \$169.4 million for the nine months ended September 30, 2008 from \$117.3 million for the same period of 2007. The increase is the net result of increased fuel prices (\$52.4 million) and a decrease in miles driven (\$0.3 million). The Company's fuel cost per company-owned tractor mile increased 44.7% in first nine months of 2008 compared to the same period of 2007. Fuel cost per mile, net of fuel surcharge, increased

16

13.2% in the first nine months of 2008 compared to the same period of 2007. The Company's fuel cost per gallon for the first nine months of 2008, \$3.86 per gallon, increased by 49.7% in 2008 compared to the same period of 2007, \$2.57 per gallon.

Operations and maintenance increased \$2.4 million (24.2%), to \$12.4 million in the nine months ended September 30, 2008 from \$10.0 million for 2007 due to an increase in preventative maintenance, maintenance and parts replacement directly related to an increase in average age of our tractor fleet as well as more adverse weather conditions during the first three months of 2008 compared to the same period of 2007.

Insurance and claims increased \$3.1 million (22.2%), to \$17.2 million in the nine months ended September 30, 2008 from \$14.1 million in the same period of 2007 due mainly to increases in the frequency and severity of larger claims.

Depreciation decreased \$3.3 million (9.4%), to \$32.6 million for the nine month period ended September 30, 2008 from \$35.9 million in the same period of 2007. The decrease is mainly attributable to a decrease in tractor purchases for the twelve month periods leading up to and including the first nine months of 2008 and 2007. As tractors are depreciated using the 125% declining balance methods, depreciation expense declines in years subsequent to the first year after initial purchase and continues to decrease with the age of the fleet. Tractor depreciation decreased \$4.3 million to \$22.3 million in the nine month

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period ended September 30, 2008 from \$26.6 million in the quarter ended September 30, 2007 due primarily to a decrease in average depreciation per unit. The decline in tractor depreciation was offset by an increase of \$0.3 million in trailer depreciation and \$0.6 million on all other assets for the nine month period ended September 30, 2008 compared to the same period of 2007. The increase in trailer depreciation was the direct result of an increase in the average number of trailers from period to period of approximately 6% offset by no depreciation on fully depreciated trailers. The increase in other asset depreciation is due to new facilities in North Liberty, Iowa and Phoenix, Arizona opened during 2nd and 3rd quarters of 2007.

Gain on the disposal of property and equipment decreased \$6.8 million (65.6%), to \$3.5 million during the nine months ended September 30, 2008 from \$10.3 million in the same period of 2007. There was an increase of approximately \$0.1 million due to an increase in the number of tractors and trailers traded or sold during the 2008 period compared to the 2007 period. Offsetting this increase was a decrease of approximately \$6.9 million in gains during the nine month period ended September 30, 2007 attributable to sales of real estate held in Dubois, Pennsylvania that was being leased to an unrelated third party as well as an idle facility in Columbus, Ohio and property in Coralville, Iowa. The proceeds received from those sales was used in the financing the new corporate headquarters in North Liberty, Iowa. There was not any property sales during the nine month period ended September 30, 2008.

Interest income decreased \$0.9 million (11.6%), to \$7.0 million in the nine months ended September 30, 2008 from \$8.0 million in the same period of 2007 as the net result of a 22.7% decrease in average cash, cash equivalents, and investments held during each period offset by an increase in the overall rate of return of approximately 2.1%. The decrease in average cash, cash equivalents, and investments is primarily due to the payment of a special dividend in May 2007 of approximately \$196.5 million which was primarily funded with the sale of investments.

The Company's effective tax rate was 33.7% and 36.5%, respectively, in the nine months ended September 30, 2008 and 2007. The decrease in the effective tax rate was largely attributable to favorable income tax expense adjustments as a result of the application of FIN 48. Under the application of FIN 48, the Company reduced its liability in the nine months ended September 30, 2008 by \$2.9 million mainly due to expiration of statute of limitations, for unrecognized tax benefits related to risks associated with state income tax filing positions for the Company's corporate subsidiaries. The associated change during the same period of 2007 was a \$1.4 million increase to tax expense.

17

As a result of the foregoing, the Company's operating ratio (net operating expenses as a percentage of operating revenue) was 85.7% during the first nine months of 2008 compared with 80.4% during the first nine months of 2007. Net income decreased \$8.9 million (15.0%), to \$50.6 million during the first nine months of 2008 from \$59.5 million during the compared 2007 period.

Liquidity and Capital Resources

The growth of the Company's business requires significant investments in new revenue equipment. Historically the Company has been debt-free, funding revenue equipment purchases with cash flow provided by operations. The Company also obtains tractor capacity by utilizing independent contractors, who provide a tractor and bear all associated operating and financing expenses. The Company's primary source of liquidity for the nine months ended September 30, 2008, was net cash provided by operating activities of \$81.8 million compared to \$86.0 million in 2007. This decrease of \$4.2 million is due primarily to a

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decrease of net income (excluding non-cash depreciation, deferred tax and amortization of unearned compensation, and gains on disposal of equipment) of approximately \$8.0 million in the nine month period ended September 30, 2008 compared to the same period of 2007. Offsetting this decrease was an increase in operating cash inflows due to working capital items of approximately \$3.8 million. The net increase in cash inflows by operating assets and liabilities was primarily the result of increases in accounts receivable collections, higher accounts payable and accrued expenses as well as timing and amount of tax payments from period to period. Cash flow from operating activities was 16.9 % of operating revenues in 2008 compared with 19.6% in 2007.

Capital expenditures for property and equipment, net of trade-ins, totaled \$4.4 million for the first nine months of 2008 compared to \$41.2 million during the same period of 2007. Capital expenditures during the first nine months of 2007 included \$3.8 million for construction of buildings related to our Phoenix and North Liberty facilities which were opened in 2007. Construction of these facilities was completed during the second and third quarters of 2007. Capital expenditures for the first nine months of 2007 also included \$10.4 million of tractors and \$11.4 million of trailers. In 2008 there were \$0.5 million in tractor purchases, \$1.8 million in trailer purchases, and \$1.5 million for the acquisition of a terminal location near Dallas, Texas. There were not any capital expenditures for construction costs during the first nine months of 2008.

The Company paid cash dividends of \$5.8 million in the nine month period ended September 30, 2008 compared to \$202.4 million in 2007. The Company declared a \$1.9 million cash dividend in September 2008, included in accounts payable and accrued liabilities at September 30, 2008, which was paid on October 2, 2008. Dividends paid during the nine month period ended September 30, 2007 included a special dividend of \$2.00 per share, \$196.5 million.

The Company paid income taxes of \$29.6 million, net of refunds; in 2008 which was \$1.6 million lower than income taxes paid during the same period in 2007 of \$31.2 million.

In September, 2001, the Board of Directors of the Company authorized a program to repurchase 15.4 million shares, adjusted for stock splits, of the Company's common stock in open market or negotiated transactions using available cash and cash equivalents. The authorization to repurchase remains open at September 30, 2008 and has no expiration date. During the nine months ended September 30, 2008, approximately 0.8 million shares of the Company's common stock were repurchased for approximately \$10.6 million at approximately \$13.40 per share. The repurchased shares were subsequently retired. There were no share repurchases during the same period of 2007. At September 30, 2008, the Company has approximately 11.5 million shares remaining under the current Board of Director repurchase authorization. Subsequent to the period ended September 30, 2008 the Company repurchased an additional 969,100 shares for approximately \$12.9 million. Future purchases are dependent upon market conditions.

Management believes the Company has adequate liquidity to meet its current and projected needs. Management believes the Company will continue to have significant capital requirements over the short and long-term which are expected to be funded from cash flows provided by operations and from existing

cash and cash equivalents. The Company ended the quarter with \$67.8 million in cash and cash equivalents, an increase of \$59.8 million from December 31, 2007. Subsequent to auction failures of auction rate student loan securities that began in mid-February 2008, the Company has been increasing its cash and cash

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equivalents with excess cash flows from operations. This redirection of excess net cash flows accounted for the net increase in cash and cash equivalents during the nine month period ended September 30, 2008. In addition to cash and cash equivalents, the Company had \$0.5 million in short-term investments and \$180.6 million in long-term investments. The Company's balance sheet remains debt free.

As of September 30, 2008, approximately 96.3% (par value) of the Company's \$180.6 million long-term investment balance was invested in auction rate student loan educational bonds backed by the U.S. government. The majority, (approximately 96.3% of student loan auction rate securities portfolio at cost) of the underlying investments continue to hold AAA (or equivalent) ratings from recognized rating agencies. The remaining 3.7% of the student loan auction rate securities portfolio hold AA ratings and were insurance backed securities. Beginning in mid-February 2008, the auction rate securities began experiencing auction failures due to general liquidity concerns. Prior to the Company experiencing unsuccessful auctions, the auction rate security investments were classified as short-term as they were auctioned and sold or interest rates were reset through a regular auction process generally occurring at least every 35 days from the initial purchase. Due to the current lack of liquidity in these markets, the Company's current options are to hold the investments and continue to earn average rates of return that currently exceed the average rates of return on other AAA rated, short-term, tax free instruments or sell its investments at a discount. Management continues to believe that current amounts of cash and cash equivalents along with cash flows from operations are sufficient to meet the Company's short term cash flow requirements and therefore has chosen to hold such investments until successful auctions resume or the investments are called by the issuer rather than selling the securities at discounted prices. The Company is confident it would be able to secure financing, without selling investments at a discount, based on the Company's current debt free balance sheet, strong operating results and certain financial institutions offering no net cost loans against our current auction rate securities holdings related to the financial institution's settlement with various regulatory agencies, discussed further below, should the need arise.

The Company was required to estimate the fair value of the auction rate securities applying guidance in SFAS 157, "Fair Value Measurements" which became effective for the Company as of January 1, 2008. Fair value represents an estimate of what the Company could have sold the investments for in an orderly transaction with a third party as of the September 30, 2008 measurement date although it is not the intent of the Company to sell such securities at discounted pricing. Historically, the fair value of such investments was reported based on amortized cost. Until auction failures began, the fair value of these investments were calculated using Level 1 observable inputs per SFAS 157 and fair value was deemed to be equivalent to amortized cost due to the short-term and regularly occurring auction process. Based on auction failures beginning in mid-February 2008 and continued failures through September 30, 2008, there were not any observable quoted prices or other relevant inputs for identical or similar securities. Estimated fair value of all auction rate security investments as of September 30, 2008 was calculated using unobservable, Level 3 inputs, as defined by SFAS 157 due to the lack of observable market inputs specifically related to student loan auction rate securities. The fair value of these investments as of the September 30, 2008 measurement date could not be determined with precision based on lack of observable market data and could significantly change in future measurement periods. There were no unrealized gains (losses) recorded upon the adoption of SFAS 157 as of January 1, 2008 and all the unrealized losses as of September 30, 2008 relate to the Company's investment in auction rate student loan educational bonds.

The estimated fair value of the underlying investments as of September 30, 2008 declined below amortized cost of the investments, as a result of liquidity issues in the auction rate markets. With the assistance of the Company's

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financial advisors, fair values of the student loan auction rate securities were estimated using a discounted cash flow approach to value the underlying collateral of the trust issuing the debt securities considering the estimated

19

average life of the underlying student loans that are the collateral to the trusts, principal outstanding, expected rates of returns, and payout formulas. These underlying cash flows were discounted using interest rates consistent with instruments of similar quality and duration with an adjustment for a higher required yield for lack of liquidity in the market for these auction rate securities. The Company obtained an understanding of assumptions in models used by third party financial institutions to estimate fair value and considered these assumptions in the Company's cash flow models but did not exclusively use the fair values provided by financial institutions based on their internal modeling. The Company is aware that trading of student loan auction rate securities is occurring in secondary markets which were considered in the Company's fair value assessment although the Company has not listed any of its assets for sale on the secondary market. As a result of the fair value measurements, the Company recognized an unrealized loss and reduction to investments, of \$8.6 million during the nine month period ended September 30, 2008. There was not any unrealized loss on investments as of December 31, 2007 as the auctions had functioned regularly through that date. The unrealized loss of \$8.6 million net of tax was recorded as an adjustment to other accumulated comprehensive loss. The fair value adjustment did not have any impact on the Company's consolidated statement of operations for the nine months ended September 30, 2008.

The Company has evaluated the unrealized losses to determine whether this decline is other than temporary. Management has concluded the decline in fair value to be temporary based on the following considerations.

- o Current market activity and the lack of severity or extended decline do not warrant such action at this time.
- o During June 2008, the Company received \$1.1 million as the result of a partial call by an issuer. The Company received par value for the amount of the call.
- o During July 2008, the Company received \$8.0 million in calls at par and subsequent to September 30, 2008 the Company has received \$0.7 million in calls, further evidencing that the underlying investments are being settled at par.
- o Based on the Company's financial operating results, operating cash flows and debt free balance sheet, the Company has the ability and intent to hold such securities until recovery of the unrealized loss.
- o There have not been any significant changes in collateralization and ratings of the underlying securities since the first failed auction. The Company continues to hold 96.3% of the auction rate security portfolio in senior positions of AAA (or equivalent) rated securities. The other 3.7% of the auction rate security portfolio is covered by the principle terms of a settlement agreement in which the Company will receive par for the underlying auction rate security holdings no later than July 2, 2012. Current rates of returns on these holdings, which are considerably higher than comparable investments and will not reset until March 2009, and the fact the Company will receive par value of the investment no later than July 2, 2012, supports a value for these investments of par value.
- o The Company is not aware of any changes in default rates of the underlying student loans that are the assets to the trusts issuing the auction rate security debt.

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- o Currently there is legislative pressure to provide liquidity in student loan investments, providing liquidity to state student loan agencies, to continue to provide financial assistance to eligible students to enable higher educations. This has the potential to impact existing securities with underlying student loans.
- o As individual trusts that are the issuers of the auction rate student loan debt, which the Company holds, continue to pay higher default rates of interest, there is the potential that the underlying trust would seek alternative financing and call the existing debt at which point it is estimated the Company would receive par value of the investment.
- o All auction rate security investments are held with financial institutions that have agreed in principle to settlement agreements with various regulatory agencies to provide liquidity. Although the principles of the respective settlement agreements focus mostly on small investors (generally companies and individual investors with ARS assets less than \$25 million), the respective settlements state the financial institutions will work with issuers and other interested parties to use their best efforts to provide liquidity solutions to companies not specifically covered by the principle terms of the respective settlements by the end of 2009.

20

In addition to the items noted above, the Company has the intent and ability to hold these investments until recovery, therefore there was not any other than temporary impairment recorded on these investments during the period ended September 30, 2008.

Management will monitor its investments and ongoing market conditions in future periods to assess impairments considered to be other than temporary. Should estimated fair value continue to remain below cost or the fair value decrease significantly from current fair value, the Company may be required to record an impairment of these investments, through a charge in the consolidated statement of operations.

Net working capital for the nine month period September 30, 2008 decreased by \$138.5 million over 2007 largely due to a decrease in short-term investments of \$186.4 million as a result of the reclassification of \$186.9 million of short-term investments to long-term during the nine month period ended September 30, 2008, as discussed above.

Off-Balance Sheet Transactions

The Company's liquidity is not materially affected by off-balance sheet transactions.

Risk Factors

You should refer to Item 1A of our annual report (Form 10-K) for the year ended December 31, 2007, under the caption "Risk Factors" for specific details on the following factors that are not within the control of the Company and could affect our financial results.

- o Our business is subject to general economic and business factors that are largely out of our control.
- o Our growth may not continue at historic rates.
- o Increased prices, reduced productivity, and restricted

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availability of new revenue equipment may adversely affect our earnings and cash flows.

- o If fuel prices increase significantly, our results of operations could be adversely affected.
- o Difficulty in driver and independent contractor recruitment and retention may have a materially adverse effect on our business.
- o We operate in a highly regulated industry, and increased costs of compliance with, or liability for violation of, existing regulations could have a materially adverse effect on our business.
- o Our operations are subject to various environmental laws and regulations, the violations of which could result in substantial fines or penalties.
- o We may not make acquisitions in the future, or if we do, we may not be successful in integrating the acquired company, either of which could have a materially adverse effect on our business.
- o If we are unable to retain our key employees or find, develop, and retain service center managers, our business, financial condition, and results of operations could be adversely affected.
- o Should estimated fair value of auction rate securities continue to remain below cost or the fair value decrease significantly from current fair value, the Company may be required to record an impairment of these investments, through a charge in the consolidated statement of operations which could have a materially adverse effect on our earnings.
- o We are highly dependent on a few major customers, the loss of one or more of which could have a materially adverse effect on our business.
- o Seasonality and the impact of weather may affect our operations profitability.
- o Ongoing insurance and claims expenses could significantly reduce our earnings.
- o We are dependent on computer and communications systems, and a systems failure could cause a significant disruption to our business.
- o We operate in a highly regulated industry and changes in regulation could have a material adverse effect on our business.

21

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Assuming we maintain our short-term and long-term investment balance consistent with balances as of September 30, 2008, (\$189.5 million amortized cost), and if market rates of interest on our investments decreased by 100 basis points, the estimated reduction in annual interest income would be approximately \$1.9 million.

The Company has no debt outstanding as of September 30, 2008 and, therefore, has no market risk related to debt.

Volatile fuel prices will continue to impact us significantly. Based on the Company's historical experience, the Company is not able to pass through to customers 100% of fuel price increases. For the quarter ended September 30, 2008 and 2007, fuel expense, net of fuel surcharge revenue and fuel stabilization paid to owner operators, was \$19.6 million and \$20.4 million or 13.9% and 17.0%, respectively, of the Company's total net operating expenses, net of fuel surcharge. For the nine months ended September 30, 2008 and 2007, fuel expense, net of fuel surcharge revenue and fuel stabilization paid to owner operators, was \$67.4 million and \$59.6 million or 16.2% and 16.8%, respectively, of the Company's total operating expenses, net of fuel surcharge. A significant

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increase in fuel costs, or a shortage of diesel fuel, could materially and adversely affect our results of operations. In February 2007, the Board of Directors authorized the Company to begin hedging activities related to commodity fuels to reduce its exposure to diesel fuel price fluctuations. In the event of hedging activities, the Company will implement the provisions of SFAS No. 133 "Accounting for Derivative Instruments and Hedging Activities" and contract with an unrelated third party to transact the hedge. It is expected any such transactions will be accounted for on a mark-to-market basis with changes reflected in the statement of income as a component of fuel costs. As of September 30, 2008, the Company has no derivative financial instruments and has not utilized such instruments.

Item 4. Controls and Procedures

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operations of the Company's disclosure controls and procedures, and as defined in Exchange Act Rule 15d-15(e). Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in enabling the Company to record, process, summarize and report information required to be included in the Company's periodic SEC filings within the required time period. There have been no changes in the Company's internal controls over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings

The Company is a party to ordinary, routine litigation and administrative proceedings incidental to its business. These proceedings primarily involve claims for personal injury, property damage, and workers' compensation incurred in connection with the transportation of freight. The Company maintains insurance to cover liabilities arising from the transportation of freight for amounts in excess of certain self-insured retentions.

Item 2. Changes in Securities

None

22

Item 3. Defaults upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibit

31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.

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- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended.
- 32 Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

- 1. Report on Form 8-K, dated July 22, 2008, announcing the Company's financial results for the quarter ended June 30, 2008.
- 2. Report on Form 8-K, dated September 9, 2008, announcing the declaration of a quarterly cash dividend.

No other information is required to be filed under Part II of the form.

23

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

HEARTLAND EXPRESS, INC.

Date: November 7, 2008

BY: /S/ John P. Cosaert

John P. Cosaert
Executive Vice President-Finance,
Chief Financial Officer and
Treasurer

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(Principal accounting and
financial officer)

24

Exhibit No. 31.1

Certification

I, Russell A. Gerdin, Chairman and Chief Executive Officer of Heartland Express, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Heartland Express, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

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4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or cause such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's independent registered public accounting firm and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2008

By: /s/ Russell A. Gerdin

Russell A. Gerdin
Chairman and Chief Executive
Officer

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Exhibit No. 31.2

Certification

I, John P. Cosaert, Executive Vice President, Chief Financial Officer and Treasurer of Heartland Express, Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Heartland Express, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) Designed such internal control over financial reporting, or cause such disclosure controls and procedures to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's independent registered public accounting firm and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting

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which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2008

By: /s/ John P. Cosaert

John P. Cosaert
Executive Vice President-Finance
Chief Financial Officer and
Treasurer
(principal accounting and financial
officer)

Exhibit No. 32

CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
AND
CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Russell A. Gerdin, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Heartland Express, Inc., on Form 10-Q for the period ended September 30, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Heartland Express, Inc.

Dated: November 7, 2008

By: /s/ Russell A. Gerdin

Russell A. Gerdin
Chairman and Chief Executive Officer

I, John P. Cosaert, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Heartland Express, Inc., on Form 10-Q for the period ended September 30, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Heartland Express, Inc.

Dated: November 7, 2008

By: /s/ John P. Cosaert

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John P. Cosaert
Executive Vice President
and Chief Financial Officer