**Common Stock** 

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## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Ad Gattoni Ja	dress of Reporting P		2. Issuer Name <b>and</b> T LANDSTAR S		•			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			F					-		Director	10% 0	Owner
(Last)	(First)	(Middle	I	3. Date of Earliest Tra 02/07/2006	nsaction	(Mon	th/Day/Year)		X	Officer (give title below)	Other (specify below)	
13410 SUTT	ON PARK DRIVE	SOUTH								Vice Preside	nt - Controlle	r
13410 SUTTON PARK DRIVE SOUTH         (Street)         JACKSONVILLE FL         32224         (City)       (State)         Zip)         Table I - Non-E         1. Title of Security (Instr. 3)         2. Trans         Date			[						6. Indi Line)	vidual or Joint/Grou	Applicable	
		3222	4						X	Form filed by One	e Reporting Per	son
			·							Form filed by Mor Person	Form filed by More than One Repo Person	
		Table I -	Non-Derivat	tive Securities A	cquirec	l, Di	sposed of	, or Be	eneficially	Owned	3	4
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (I 8)		4. Securities Disposed O 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
(Last) (First) 13410 SUTTON PARK DRIVE SOU (Street) JACKSONVILLE FL (City) (State) Tab					Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stoc	k		02/07/2006	5	М		5,120	A	\$8.1173	26,136	D	
Common Stoc	k		02/07/2006	5	М		4,800	A	\$8.556	30,936	D	
Common Stoc	k		02/07/2006	5	М		4,720	Α	\$13.1075	35,656	D	
Common Stoc	k		02/07/2006	5	М		2,400	A	\$14.6207	38,056	D	
Common Stoc	k		02/07/2006	5	S		2,100	D	\$42.1	35,956	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

s

s

s

S

S

S

S

300

2,200

400

932

624

1,800

200

D

D

D

D

D

D

D

\$42.11

\$42.12

\$42.13

\$42.25

\$42.3

\$42.5

\$42.52

35,656

33,456

33,056

32,124

31,500

29,700

29,500

02/07/2006

02/07/2006

02/07/2006

02/07/2006

02/07/2006

02/07/2006

02/07/2006

1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$8.1173	02/07/2006		М			5,120	02/07/2006	02/07/2011	Common Stock	5,120	\$ <u>0</u>	0	D	
Stock Options (Right to buy)	\$8.556	02/07/2006		М			4,800	06/29/2005	06/29/2011	Common Stock	4,800	\$ <u>0</u>	4,800	D	

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V		(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to buy)	\$13.1075	02/07/2006		М			4,720	02/05/2006	02/05/2013	Common Stock	4,720	\$0	9,440	D	
Stock Options (Right to buy)	\$14.6207	02/07/2006		М			2,400	01/02/2006	01/02/2013	Common Stock	2,400	\$0	4,800	D	

Explanation of Responses:

02/08/2006

\*\* Signature of Reporting Person Date

James B Gattoni

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

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.