

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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 Address of Reporting Person* <b>GERKENS HENRY H</b> _____ (Last) (First) (Middle) <b>13410 SUTTON PARK DRIVE SOUTH</b> _____ (Street) <b>JACKSONVILLE FL 32224</b> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LANDSTAR SYSTEM INC [ LSTR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/22/2006</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/22/2006		M <sup>(1)</sup>		5,924	A	\$8.1173	123,016	D	
Common Stock	05/22/2006		M <sup>(1)</sup>		4,616	A	\$14.6207	127,632	D	
Common Stock	05/22/2006		M <sup>(1)</sup>		39,460	A	\$19.025	167,092	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		450	D	\$40.56	166,642	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		100	D	\$40.57	166,542	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		1	D	\$40.58	166,541	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.64	166,341	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.65	166,141	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		169	D	\$40.66	165,972	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.67	165,772	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		49	D	\$40.7	165,723	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.73	165,523	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.75	165,323	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		100	D	\$40.77	165,223	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.78	165,023	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		100	D	\$40.79	164,923	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		331	D	\$40.8	164,592	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		300	D	\$40.81	164,292	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.87	164,092	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		700	D	\$40.88	163,392	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		137	D	\$40.96	163,255	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		200	D	\$40.97	163,055	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		400	D	\$40.98	162,655	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		193	D	\$41	162,462	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		570	D	\$41.01	161,892	D	
Common Stock	05/22/2006		S <sup>(1)</sup>		291	D	\$41.04	161,601	D	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/22/2006		S <sup>(1)</sup>		309	D	\$41.05	161,292	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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				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
Stock Options (Right to buy)	\$8.1173	05/22/2006		M			5,924	02/07/2006	02/07/2011	Common Stock	5,924	\$0	12,316	D	
Stock Options (Right to buy)	\$14.6207	05/22/2006		M			4,616	01/02/2006	01/02/2013	Common Stock	4,616	\$0	0	D	
Stock Options (Right to buy)	\$19.025	05/22/2006		M			39,460	(2)	01/02/2014	Common Stock	39,460	\$0	64,540	D	

**Explanation of Responses:**

- The stock option exercises and sales of common stock reported on this Form 4 were effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person.
- Options became exercisable in the amount of 34,668 on 01/02/2005 and 4,792 on 01/02/2006.

James B. Gattoni, Attorney-in-fact 05/24/2006

\*\* Signature of Reporting Person      Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

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