

Gattoni James B
 Form 4
 April 21, 2010

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gattoni James B

(Last) (First) (Middle)
 13410 SUTTON PARK DRIVE
 SOUTH
 (Street)

JACKSONVILLE, FL 32224

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LANDSTAR SYSTEM INC [LSTR]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/20/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/20/2010 | | M | | 4,800 | A | \$ 14.6207 |
| Common Stock | 04/20/2010 | | M | | 9,440 | A | \$ 13.1075 |
| Common Stock | 04/20/2010 | | M | | 30,000 | A | \$ 19.025 |
| Common Stock | 04/20/2010 | | S | | 1,498 | D | \$ 43.85 |
| Common Stock | 04/20/2010 | | S | | 862 | D | \$ 43.86 |
| | | | | | | | 81,642 |
| | | | | | | | 80,780 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 04/20/2010 | S | 1,300 | D | \$ 43.87 | 79,480 | D |
| Common Stock | 04/20/2010 | S | 900 | D | \$ 43.88 | 78,580 | D |
| Common Stock | 04/20/2010 | S | 300 | D | \$ 43.89 | 78,280 | D |
| Common Stock | 04/20/2010 | S | 1,041 | D | \$ 43.9 | 77,239 | D |
| Common Stock | 04/20/2010 | S | 495 | D | \$ 43.91 | 76,744 | D |
| Common Stock | 04/20/2010 | S | 500 | D | \$ 43.92 | 76,244 | D |
| Common Stock | 04/20/2010 | S | 104 | D | \$ 43.94 | 76,140 | D |
| Common Stock | 04/20/2010 | S | 400 | D | \$ 43.95 | 75,740 | D |
| Common Stock | 04/20/2010 | S | 62 | D | \$ 43.96 | 75,678 | D |
| Common Stock | 04/20/2010 | S | 5,238 | D | \$ 44 | 70,440 | D |
| Common Stock | 04/20/2010 | S | 200 | D | \$ 44.03 | 70,240 | D |
| Common Stock | 04/20/2010 | S | 100 | D | \$ 44.04 | 70,140 | D |
| Common Stock | 04/20/2010 | S | 1,200 | D | \$ 44.05 | 68,940 | D |
| Common Stock | 04/20/2010 | S | 100 | D | \$ 44.06 | 68,840 | D |
| Common Stock | 04/20/2010 | S | 200 | D | \$ 44.07 | 68,640 | D |
| Common Stock | 04/20/2010 | S | 1,000 | D | \$ 44.08 | 67,640 | D |
| Common Stock | 04/20/2010 | S | 2,602 | D | \$ 44.09 | 65,038 | D |
| Common Stock | 04/20/2010 | S | 2,400 | D | \$ 44.1 | 62,638 | D |
| Common Stock | 04/20/2010 | S | 1,598 | D | \$ 44.11 | 61,040 | D |
| Common Stock | 04/20/2010 | S | 500 | D | \$ 44.13 | 60,540 | D |
| | 04/20/2010 | S | 400 | D | \$ 44.14 | 60,140 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 04/20/2010 | S | 300 | D | \$ 44.15 | 59,840 | D |
| Common Stock | 04/20/2010 | S | 200 | D | \$ 44.16 | 59,640 | D |
| Common Stock | 04/20/2010 | S | 40 | D | \$ 44.18 | 59,600 | D |
| Common Stock | 04/20/2010 | S | 400 | D | \$ 44.2 | 59,200 | D |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 14.6207 | 04/20/2010 | | M | 4,800 | <u>(1)</u> | 01/02/2013 | Common Stock | 4,800 |
| Stock Options (Right to Buy) | \$ 13.1075 | 04/20/2010 | | M | 9,440 | <u>(2)</u> | 02/05/2013 | Common Stock | 9,440 |
| Stock Options (Right to Buy) | \$ 19.025 | 04/20/2010 | | M | 30,000 | 01/02/2009 | 01/02/2014 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gattoni James B 13410 SUTTON PARK DRIVE SOUTH JACKSONVILLE, FL 32224 | | | Vice President & CFO | |

Signatures

/s/ L. Kevin Stout,
attorney-in-fact

04/21/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options became exercisable as to 2,400 shares on 1/2/07 and 2,400 shares on 1/2/08.
 - (2) Options became exercisable as to 4,720 shares on 2/5/07 and 4,720 shares on 2/5/08.

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