

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1997-03-10**
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SUBJECT COMPANY

HEARTLAND WIRELESS COMMUNICATIONS INC

CIK: **917707** | IRS No.: **731435149** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-45241** | Film No.: **97553447**
SIC: **4841** Cable & other pay television services

Business Address
200 CHISOLM PLACE, SUITE
200
PLANO TX 75075
(972) 423-9494

FILED BY

FMR CORP

CIK: **315066** | IRS No.: **161144965** | State of Incorporation: **MA** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
82 DEVONSHIRE STREET
BOSTON MA 02109

Business Address
82 DEVONSHIRE ST
BOSTON MA 02109
6175706339

SCHEDULE 13G

Amendment No. 2
Heartland Wireless Communications Incorporated
Common Stock
Cusip # 42235W108

Cusip # 42235W108

Item 1: Reporting Person - FMR Corp. - (Tax ID: 04-2507163)
Item 4: Commonwealth of Massachusetts
Item 5: 108,500
Item 6: None
Item 7: 1,168,067
Item 8: None
Item 9: 1,168,067
Item 11: 5.98%
Item 12: HC

Cusip # 42235W108

Item 1: Reporting Person - Edward C. Johnson 3d
Item 4: United States of America
Item 5: None
Item 6: None
Item 7: 1,168,067
Item 8: None
Item 9: 1,168,067
Item 11: 5.98%
Item 12: IN

Cusip # 42235W108

Item 1: Reporting Person - Abigail P. Johnson
Item 4: United States of America
Item 5: None
Item 6: None
Item 7: 1,168,067
Item 8: None
Item 9: 1,168,067
Item 11: 5.98%
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

Heartland Wireless Communications Incorporated

Item 1(b). Name of Issuer's Principal Executive Offices:

903 N. Bowser Road, Suite 140
Richardson, TX 75081-2858

Item 2(a). Name of Person Filing:

FMR Corp.

Item 2(b). Address or Principal Business Office or, if None, Residence:

82 Devonshire Street, Boston, Massachusetts 02109

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

42235W108

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR Corp., is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned:

1,168,067

(b) Percent of Class:

5.98%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

108,500

(ii) shared power to vote or to direct the vote:

None

(iii) sole power to dispose or to direct the disposition of:

1,168,067

(iv) shared power to dispose or to direct the disposition of:

None

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock of Heartland Wireless Communications Incorporated. No one person's interest in the common stock of Heartland Wireless Communications Incorporated is more than five percent of the total outstanding common stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit(s) A and B.

Item 8. Identification and Classification of Members of the Group.

Not applicable, see attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G in connection with FMR Corp.'s beneficial ownership of the common stock of Heartland Wireless Communications Incorporated at February 28, 1997 is true, complete and correct.

March 7, 1997

Date

/s/Arthur S. Loring
Signature

Arthur S. Loring, Vice
President
Name/Title

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 1,046,867 shares or 5.36% of the common stock outstanding of Heartland Wireless Communications Incorporated ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d, FMR Corp., through its control of Fidelity, and the funds each has sole power to dispose of the 1,046,867 shares owned by the Funds.

Neither FMR Corp. nor Edward C. Johnson 3d, Chairman of FMR Corp., has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

Fidelity Management Trust Company, 82 Devonshire Street, Boston, Massachusetts 02109, a wholly-owned subsidiary of FMR Corp. and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 121,200 shares or 0.62% of the common stock outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR Corp., through its control of Fidelity Management Trust Company, has sole dispositive power over 121,200 shares and sole power to vote or to direct the voting of 108,500 shares, and no power to vote or to direct the voting of 12,700 Shares of common stock owned by the institutional account(s) as reported above.

Members of the Edward C. Johnson 3d family and trusts for their benefit are the predominant owners of Class B shares of common stock of FMR Corp., representing approximately 49% of the voting power of FMR Corp. Mr. Johnson 3d owns 12.0% and Abigail P. Johnson owns 24.5% of the aggregate outstanding voting stock of FMR Corp. Mr. Johnson 3d is Chairman of FMR Corp. and Abigail

P. Johnson is a Director of FMR Corp. The Johnson family group and all other Class B shareholders have entered into a shareholder's voting agreement under which all Class B shares will be voted in accordance with the majority vote of Class B shares. Accordingly, through their ownership of voting common stock and the execution of the shareholder's voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR Corp.

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on March 7, 1997, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the common stock of Heartland Wireless Communications Incorporated at February 28, 1997.

FMR Corp.

By /s/Arthur S. Loring

Arthur S. Loring
Vice President - Legal

Edward C. Johnson 3d

By /s/Arthur S. Loring

Arthur S. Loring
Under Power of Attorney dated
5/17/89
On File with Schedule 13G for
Airborne Freight Corp. 9/10/91

Abigail P. Johnson

By /s/Arthur S. Loring

Arthur S. Loring
Under Power of Attorney dated
1/5/96
On File with Schedule 13G for
Acclaim Entertainment Inc.
1/10/96

Fidelity Management & Research Company

By /s/Arthur S. Loring

Arthur S. Loring
Sr. V.P. and General Counsel