

HEARTLAND PAYMENT SYSTEMS INC

Form 4

January 20, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BALDWIN ROBERT H B JR

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2009

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

C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET

(Street)

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

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

PRINCETON, NJ 08542

(City) (State) (Zip)

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, par value \$.001 per share	01/15/2009		M	26,000 A \$ 6.25 (1)	451,636	D (2)	
Common Stock, par value \$.001 per share	01/15/2009		F	9,921 D \$ 16.38	441,715	D (2)	

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

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SEC 1474
(9-02)

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)	8. Amount or Number of Shares
Stock Options (right to buy) ⁽³⁾	\$ 6.25 ⁽¹⁾	01/15/2009		M	26,000	⁽⁴⁾ 01/15/2009	Common Stock	26,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALDWIN ROBERT H B JR C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET PRINCETON, NJ 08542			President & CFO	

Signatures

/s/ Robert H.B.
Baldwin, Jr. 01/17/2009

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).

On July 26, 2005, the common stock of Heartland Payment Systems, Inc. (the "Issuer") split 2-for-1. The number of the underlying securities and the price of this option are adjusted to reflect the stock split, resulting in the acquisition of 45,000 additional shares of common stock at an exercise price of \$6.25 per share.

(2) After the option exercise, Robert H.B. Baldwin, Jr. beneficially owns 441,715 shares of common stock of the Issuer, of which 136 shares of common stock of the Issuer are held in the Issuer's 401(k) plan. Mr. Baldwin is also the indirect beneficial owner of 91,325 shares of common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004.

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- (3) The options were granted under the Issuer's 2000 Equity Incentive Plan.
- (4) On January 15, 2004, the options were granted with vesting over a four year period. As of the date of this filing, all of the options have vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.