

HEARTLAND FINANCIAL USA INC  
 Form 4  
 November 22, 2016

**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 \*  
 Townsend Andrew E

2. Issuer Name and Ticker or Trading Symbol  
 HEARTLAND FINANCIAL USA INC [HTLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1398 CENTRAL AVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/21/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Credit Officer

DUBUQUE, IA 52001

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					1,163	I	401(k)
Common Stock					20,551	D <sup>(1)</sup>	
Common Stock	11/21/2016		M	1,000 A \$ 18.6	20,551 <sup>(2)</sup>	D	
Common Stock	11/21/2016		F	387 A \$ 42.5	20,938	D <sup>(1)</sup>	

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2012 Time-Based Restricted Stock	(3)					(4)	(4)	Common Stock	625
2013 Time-Based Restricted Stock	(3)					(5)	(5)	Common Stock	933
2014 Performance Based Restricted Stock	(3)					(6)	(6)	Common Stock	1,11
2014 Time-Based Restricted Stock	(3)					(7)	(7)	Common Stock	1,25
2015 Performance Based Restricted Stock	(3)					(8)	(8)	Common Stock	875
2015 Time-Based Restricted Stock	(3)					(9)	(9)	Common Stock	1,25
	(3)					(10)	(10)		1,31

2016 Performance Based Restricted Stock (1-year performance)								Common Stock	
2016 Performance Based Restricted Stock (3-year performance)	(3)				(10)	(10)		Common Stock	657
2016 Time-Based Restricted Stock	(3)				(11)	(11)		Common Stock	1,23
Non-Qualified Stock Option (Right To Buy)	\$ 18.6				(12)	01/24/2018		Common Stock	1,00
Non-Qualified Stock Option (Right To Buy)	\$ 18.6	11/21/2016	M	1,000	(12)	01/24/2018		Common Stock	\$ 0
2016 Time-Based Restricted Stock	(3)				(11)	(11)		Common Stock	2,00 (13)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Andrew E 1398 CENTRAL AVE DUBUQUE, IA 52001			EVP, Chief Credit Officer	

## Signatures

/s/ Andrew E  
Townsend

11/22/2016

\*\*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) These shares are held in Jt. Ten.

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- (2) multi-line entry...see next line for total
- (3) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (4) Of these restricted stock units, 1/3 vest on 1-17-2015, 1/3 vest on 1-17-2016, and 1/3 vest on 1-17-2017.
- (5) Of these restricted stock units, 1/3 vest on 1-22-2016, 1/3 vest on 1-22-2017, and 1/3 vest on 1-22-2018.
- (6) These restricted stock units vest on 1-18-2017 if certain performance measures are achieved by the Issuer.
- (7) Of these restricted stock units, 1/3 vest on 3-11-2017, 1/3 vest on 3-11-2018, and 1/3 vest on 3-11-2019.
- (8) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (9) Of these restricted stock units, 1/3 vest on 1-20-2018, 1/3 vest on 1-20-2019, and 1/3 vest on 1-20-2020.
- (10) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (11) Of these restricted stock units, 1/3 vest on 1-19-2017, 1/3 vest on 1-19-2018, and 1/3 vest on 1-19-2019.
- (12) Represents options to buy granted under the Company's Stock Option Plan, a Rule 16(b)(3) plan, which options vest one-third per year beginning on the 3rd anniversary of date of grant.
- (13) These shares were inadvertently removed within a previous Form 4A due to administrative error.

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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