

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 September 24, 2007

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 *
 GREENHILL CAPITAL PARTNERS, LLC

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)
 300 PARK AVENUE, 23RD FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/21/2007

____ Director _____ 10% Owner
 _____ Officer (give title below) _____ Other (specify below)
 Shareldr w/ Bd Representation

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock; par value \$0.001 per share | 09/21/2007 | | S ⁽¹⁾ | 2,550,120 D | \$ 26.34 <u>(2)</u> 2,688,214 | I <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> | Through limited partnerships <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> |

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

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SEC 1474 (9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | Sharehldr w/ Bd Representation |
| GCP MANAGING PARTNER, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | Sharehldr w/ Bd Representation |
| GCP, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | Sharehldr w/ Bd Representation |
| GREENHILL & CO INC 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | X | | Sharehldr w/ Bd Representation |
| GCP 2000, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | Sharehldr w/ Bd Representation |
| BOK SCOTT L 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | X | | Sharehldr w/ Bd Representation |
| GREENHILL ROBERT F 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | X | | Sharehldr w/ Bd Representation |

NIEHAUS ROBERT H
300 PARK AVENUE, 23RD FLOOR
NEW YORK, NY 10022

X

Sharehldr w/ Bd
Representation

Signatures

| | |
|---|------------|
| Greenhill Capital Partners, LLC, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 09/21/2007 |
| __Signature of Reporting Person | Date |
| GCP Managing Partner, L.P., Greenhill Capital Partners, LLC, its general partner, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 09/21/2007 |
| __Signature of Reporting Person | Date |
| GCP, L.P., By: GCP 2000, LLC, its general partner, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 09/21/2007 |
| __Signature of Reporting Person | Date |
| GCP 2000, LLC, By: Ulrika Ekman, Secretary, /s/ Ulrika Ekman | 09/21/2007 |
| __Signature of Reporting Person | Date |
| Greenhill & Co., Inc., By: Ulrika Ekman, General Counsel and Secretary, /s/ Ulrika Ekman | 09/21/2007 |
| __Signature of Reporting Person | Date |
| Robert F. Greenhill, /s/ Robert F. Greenhill | 09/21/2007 |
| __Signature of Reporting Person | Date |
| Scott L. Bok, /s/ Scott L. Bok | 09/21/2007 |
| __Signature of Reporting Person | Date |
| Robert H. Niehaus, /s/ Robert H. Niehaus | 09/21/2007 |
| __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) Sale by reporting persons pursuant to a public offering of the Issuer.
- (2) Public offering price.
- (3) This Form 4 is being filed by more than one reporting person.

Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. GCP Managing Partner, L.P. and GCP, L.P. are general partners of Greenhill Capital Partners, L.P., which sold 1,561,470 shares of Common Stock pursuant to the public offering and is now the record owner of 1,646,028 shares of Common Stock, Greenhill Capital Partners (Executives), L.P., which sold 252,049 shares of Common Stock pursuant to the public offering and is now the record owner of 265,702 shares of Common Stock, Greenhill Capital, L.P., which sold 476,287 shares of Common Stock pursuant to the public offering and is now the record owner of 502,077 shares of Common Stock, and Greenhill Capital Partners (Cayman), L.P., which sold 260,314 shares of Common Stock pursuant to the public offering and is now the record owner of 274,407 shares of Common Stock.

- (4) GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Messrs. Bok and Niehaus are also members of the Board of Directors of the Issuer.
- (5) Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein.

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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