

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 June 19, 2008

**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 \*  
 NIEHAUS ROBERT H

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)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

300 PARK AVE 23RD FLOOR

06/02/2008

(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

NEW YORK, NY 10022

(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 \$0.001 per share | 06/02/2008                           |  | J(1)                           |   | 128,679   | A  | (1) 128,679   | D |
| Common Stock; par value \$0.001 per share | 06/02/2008                           |  | J(1)                           |   | 4,024   | A  | (1) 4,024   | I |
|   | 06/02/2008                           |  | J(1)                           |   | 8,385   | A  | (1) 8,385   | I |

By self as president of the Robert and Kate Niehaus Foundation

Common  
Stock; par  
value  
\$0.001 per  
share

By self as  
president of  
the General  
Partner of  
the Niehaus  
Family  
Limited  
Partnership

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NIEHAUS ROBERT H<br>300 PARK AVE 23RD FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Robert H. Niehaus, Robert H. Niehaus   | 06/18/2008 |
| _____<br>**Signature of Reporting Person   | Date       |
| /s/ Robert H. Niehaus, The Robert and Kate Niehaus Foundation, By: Robert H. Niehaus | 06/18/2008 |
| _____<br>**Signature of Reporting Person   | Date       |
|  | 06/18/2008 |

/s/ Robert H. Niehaus, Niehaus Family Limited Partnership, By: Evergreen Management Corp, its General Partner, By: Robert H. Niehaus

\_\_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 of common stock were received in connection with a pro rata distribution of shares by Greenhill Capital, L.P. and its affiliated entities to its limited partners and general partners.

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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