

FULLER LYNN B
Form 4
January 24, 2019

FORM 4

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

OMB APPROVAL

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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 *
FULLER LYNN B

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)
01/22/2019

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock					0	D	
Common Stock					5,000	I	Spouses Trust ⁽¹⁾
Common Stock					301,616	I	Family LLLP ⁽²⁾
Common Stock					59,019	I	GST TRUST
Common Stock					12,188	I	HTLF Retirement Plan ⁽³⁾

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Common Stock						657,346	I	As Trustee (4)	
Common Stock	01/22/2019		M	5,300	A	\$ 47.54	662,646	I	As Trustee (4)
Common Stock	01/22/2019		M	1,151	A	\$ 47.54	663,797	I	As Trustee (4)
Common Stock	01/22/2019		M	1,666	A	\$ 47.54	665,463	I	As Trustee (4)
Common Stock	01/22/2019		M	1,587	A	\$ 47.54	667,050	I	As Trustee (4)

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

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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. Amount or Number of Shares
2018 Time-Based Restricted Stock	(5)					(6) (6)	Common Stock	2,292
2018 Performance Based Restricted Stock (3-year performance)	(5)					(7) (7)	Common Stock	3,056
2018 Performance Based Restricted Stock (1-year)	(5)					(8) (8)	Common Stock	2,292

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performance)									
2017 Time-Based Restricted Stock	(5)					(6)	(6)	Common Stock	2,303
2017 Time-Based Restricted Stock	(5)	01/22/2019	F	1,151		(6)	(6)	Common Stock	1,152
2017 Performance Based Restricted Stock (3-year performance)	(5)					(9)	(9)	Common Stock	1,727
2017 Performance Based Restricted Stock (1-year performance)	(5)					(10)	(10)	Common Stock	2,108
2016 Time-Based Restricted Stock	(5)					(11)	(11)	Common Stock	1,587
2016 Time-Based Restricted Stock	(5)	01/22/2019	F	1,587		(11)	(11)	Common Stock	0
2016 Performance Based Restricted Stock (3-year performance)	(5)					(12)	(12)	Common Stock	2,524
2016 Performance Based Restricted Stock (1-year performance)	(5)					(13)	(13)	Common Stock	5,300
2016 Performance Based Restricted Stock (1-year	(5)	01/22/2019	F	5,300		(13)	(13)	Common Stock	0

performance)

2015 Time-Based Restricted Stock	(5)				(14)	(14)	Common Stock	3,333
2015 Time-Based Restricted Stock	(5)	01/22/2019	F	1,666	(14)	(14)	Common Stock	1,667
2014 Time-Based Restricted Stock	(5)				(15)	(15)	Common Stock	1,733

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER LYNN B 1398 CENTRAL AVE. DUBUQUE, IA 52001	X		Chairman & CEO	

Signatures

/s/ Lynn B.
Fuller

01/24/2019

**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 by Cynthia A Fuller Declaration of Trust under agreement dated 7/2/2015, Cynthia A Fuller, Trustee
- (2) These shares are held by LBF Heartland Partnership LLLC - Lynn B Fuller is the General Partner. Wife and two (2) adult sons are Limited Partners.
- (3) Represents shares allocated to the reporting person's account under the Heartland Financial USA, Inc. Retirement Plan as a result of the Pension Plan Protectin Act of 2006.
- (4) These shares are held by Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (5) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (6) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (7) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (8) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (9) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (10) These restricted stock units vest on 1-19-2020 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.

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- (12) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (13) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (14) 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.
- (15) 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.

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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