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HEARTLAND PAYMENT SYSTEMS INC

Form 4 July 23, 2013

share

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi								Expires:	January 31,		
if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES						NERSHIP OF	Estimated average burden hours per response 0.5				
Form 5 obligation may conti See Instru 1(b).	s Section 17(a) of the Publi		ding Con	ipany	Act o	ge Act of 1934, of 1935 or Section 40	on			
(Print or Type R	esponses)										
			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			ARTLAND P STEMS INC [T		(Check all applicable)				
(Last)				Date of Earliest Transaction Month/Day/Year)				Director 10% Owner Officer (give title Other (specify			
	TLAND PAYME INC., 90 NASSA	NT 07/2	20/2013				below) Presiden	below) ut-Network Solu	ntions		
(Street) 4. If Ameri Filed(Mont				_			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Zip)	Fable I - Non-D	erivative (Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3.	4. SecurionAcquired Disposed (Instr. 3,	ities d (A) of d of (D 4 and (A)	or O)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock, par value \$0.001 per share	07/20/2013		M	8,961	A	\$0	12,961	D			
Common Stock, par value \$0.001 per	07/20/2013		F <u>(1)</u>	2,805	D	\$0	10,156	D			

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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. Transactic Code (Instr. 8)	5. Number on 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. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	07/20/2013		M	8,961	(3)	(3)	Common Stock	8,961	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Drysdale Ian C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542

President-Network Solutions

Signatures

/s/ Edythe Katz-Nipper, Attorney o7/23/2013 in Fact

**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) Shares were withheld from the reporting person, in an exempt transaction under Rule 16b-3, solely to satisfy tax obligations arising from the vesting of the restricted stock described in this Form 4.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Heartland Payment Systems, Inc.'s (the "Issuer") Common Stock.

(3)

Reporting Owners 2

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35,847 RSUs were granted on July 20, 2012, vesting over a four year period. As of the date of this filing, 8,961 have vested and 26,886 remain unvested.

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.