#### Edgar Filing: HEARTLAND PAYMENT SYSTEMS INC - Form 4

#### HEARTLAND PAYMENT SYSTEMS INC

Form 4

August 15, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BALDWIN ROBERT H B JR	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	HEARTLAND PAYMENT SYSTEMS INC [HPY]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify			
C/O HEARTLAND PAYMENT	08/13/2013	below) below)  Vice Chairman			
SYSTEMS, INC., 90 NASSAU STREET		vice Chairman			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
PRINCETON, NJ 08542		Form filed by More than One Reporting Person			
(C:t) (Ct-t-) (T:)					

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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)	r. 8) (A)		5. Amount of Securities Form: Direct (D) or Owned Indirect (I) (Instr. 4) Reported Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.001 per share	08/13/2013		Code V  M	Amount 12,000	or (D)	Price \$ 8.88	(Instr. 3 and 4) 545,173	D (1)	
Common Stock, par value \$0.001 per share	08/13/2013		S(2)	12,000	D	\$ 39.5 (3)	533,173	D (1)	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		tive Expiration Date ies (Month/Day/Year) ed (A) posed of			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 8.88	08/13/2013		A	12	2,000	<u>(4)</u>	05/11/2014	Common Stock	12,000	

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BALDWIN ROBERT H B JR

C/O HEARTLAND PAYMENT SYSTEMS, INC.

90 NASSAU STREET

PRINCETON, NJ 08542

Vice

Chairman

## **Signatures**

/s/ Robert H.B. 08/14/2013 Baldwin, Jr.

\*\*Signature of Reporting Date
Person

### **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).

The Reporting Person is the direct beneficial owner of 533,173 shares of common stock of Heartland Payment Systems, Inc. (the "Issuer"), excluding 135.03 shares of common stock of the Issuer held in the Issuer's 401(k) plan. The Reporting Person is also the indirect beneficial owner of 91,325 shares of common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H.

Baldwin as Trustees for an Indenture created June 30, 2004. The Reporting Person disclaims beneficial owner of the securities held in the Indenture, and this report shall not be deemed an admission that the Reporting P is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Reporting Owners 2

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- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2013.
- This price is the weighted average price of the 12,000 shares sold. The prices actually paid for the shares of the Common Stock of the
- (3) Issuer sold ranged from \$38.99 to \$40.08. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
- (4) The option vests in four equal annual installments beginning on May 11, 2010. As of the date of this filing all options have vested. 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.