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

#### HEARTLAND PAYMENT SYSTEMS INC

Form 4

October 10, 2013

## FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

may continue.

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

2. Issuer Name and Ticker or Trading

Symbol

response...

*See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

BALDWIN ROBERT H B JR

BILL WAY ROBLET IT SUR			HEARTLAND PAYMENT SYSTEMS INC [HPY]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			Director 10% Owner X_ Officer (give title Other (specif						
C/O HEAR SYSTEMS, STREET	(Month/Day/Year) 10/08/2013					below) below)  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  Princeton, NJ 08542  — Form filed by More than One Reporting Person												
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				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)		
Common Stock, par				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
value \$0.001 per share	10/08/2013			M	12,000	A	\$ 8.88	535,173	D (1)			
Common Stock, par value \$0.001 per share	10/08/2013			S(2)	12,000	D	\$ 39.14 (3)	523,173	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				(
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 8.88	10/08/2013		M	12,000	<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. Baldwin, Jr.

\*\*Signature of Reporting 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).

The Reporting Person is the direct beneficial owner of 523,173 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.

(1) Baldwin as Trustees for an Indenture created June 30, 2004. The Reporting Person disclaims beneficial ownership 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
- (3) Heartland Payment Systems, Inc. (the "Issuer") sold ranged from \$38.65 to \$39.59. 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.