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HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 09, 2014

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

OMB Number:

3235-0287

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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 * GILBERT DAVID L

2. Issuer Name and Ticker or Trading Symbol

HEARTLAND PAYMENT

5. Relationship of Reporting Person(s) to

Issuer

SYSTEMS INC [HPY]

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU

(First)

(State)

12/06/2014

STREET

(City)

Common

Stock

(Last)

(Month/Day/Year)

12/06/2014

below) President - Hospitality Group

(Street) 4. If Amendment, Date Original

(Zip)

(Middle)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PRINCETON, NJ 08542

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) Code V (D) Price Amount

Transaction(s) (Instr. 3 and 4)

Common 12/06/2014 M 840 Stock

\$0 Α 14,209

F 230 D \$0 13,979 D

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

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SEC 1474 (9-02)

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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. Transact Code (Instr. 8)	Derivative		Expiration Date (Month/Day/Year)		7. Title and Lunderlying (Instr. 3 and	Securities
				Code V	⁷ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	(1)	12/06/2014		M		840	(2)	12/06/2023(2)	Common Stock	840

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GILBERT DAVID L C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542

President - Hospitality Group

Signatures

Edythe K. Nipper, Attorney in Fact 12/09/2014

**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) Each restricted stock unit represents a contingent right to receive one share of Heartland Payment Systems, Inc.'s Common Stock.
- The restricted stock units vest in four equal annual installments beginning December 6, 2014. As of the date of this filing 840 shares have vested. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit

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.

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