

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 December 12, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BALDWIN ROBERT H B JR

(Last) (First) (Middle)

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

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	12/10/2014		M	20,000	A \$ 15.22	541,337	D ⁽¹⁾
Common Stock, par value \$0.001 per share	12/10/2014		M	2,263	A \$ 0	543,600	D ⁽¹⁾

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Common Stock, par value \$0.001 per share	12/10/2014	F	1,176	D	\$ 0	542,424	D ⁽¹⁾
Common Stock, par value \$0.001 per share	12/10/2014	S ⁽²⁾	15,773	D	\$ 54.13 ⁽³⁾	526,651	D ⁽¹⁾
Common Stock, par value \$0.001 per share	12/10/2014	S ⁽²⁾	4,227	D	\$ 54.95 ⁽⁴⁾	522,424	D ⁽¹⁾

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

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(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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(5)</u>	12/10/2014		M	2,263	<u>(6)</u> 12/10/2017	Common Stock 2,263
Common Stock	\$ 15.22	12/10/2014		M	20,000	<u>(7)</u> 07/22/2015	Stock Option (right to buy) 20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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.

12/12/2014

__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) The Reporting Person is the indirect beneficial owner of 30,442 shares of the Issuer held by the Robert H.B Baldwin, Jr. Trust U/A/D June 30, 2004 (the "Trust"). The Reporting Person disclaims beneficial ownership of the securities held in the Trust, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014.

(3) This price is the weighted average price of the 15,773 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Issuer") sold ranged from \$53.66 to \$54.64. 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) This price is the weighted average price of the 4,227 shares sold. The prices actually paid for the shares of the Common Stock of the Issuer sold ranged from \$54.66 to \$55.07. 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.

(5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.

(6) The restricted stock units vest in four equal annual installments beginning December 10, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.

(7) The option vested in four equal annual installments beginning on July 22, 2011.

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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