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

#### HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 23, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

**OMB APPROVAL** 

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 \*

Kallenbach Charles

2. Issuer Name and Ticker or Trading

Symbol

HEARTLAND PAYMENT SYSTEMS INC [HPY]

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

12/19/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

**FLOOR** 

(City)

(First) (Middle)

(Zip)

Director X\_ Officer (give title

10% Owner Other (specify

below)

Chief Legal Officer, GC & Sec.

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

#### PRINCETON, NJ 08542

(State)

90 NASSAU STREET, 2ND

							1	,	5
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	( 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	any	Code				Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
				(A)		Transaction(s)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/22/2014		M	1,393	A	\$0	6,642	D	
Common Stock	12/22/2014		F	598	D	\$0	6,044	D	

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

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#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 onDerivative 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 o Underlying Securities (Instr. 3 and 4)	
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Restricted Stock Unit	(1)	12/19/2014		A	2,205		<u>(2)</u>	12/19/2019	Common Stock	2,205
	Restricted Stock Unit	(1)	12/22/2014		M		1,393	<u>(3)</u>	12/22/2021	Common Stock	1,393

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kallenbach Charles 90 NASSAU STREET, 2ND FLOOR PRINCETON, NJ 08542

Chief Legal Officer, GC & Sec.

## **Signatures**

Edythe Katz Nipper, Attorney in Fact

12/23/2014

Date

\*\*Signature of Reporting 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).
- (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 19, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.
- The reporting person was granted 5,573 restricted stock units on December 22, 2011. The restricted stock units vest in four equal annual (3) installments beginning December 22, 2012. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units

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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