#### BALDWIN ROBERT H B JR

Form 4

December 14, 2010

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Expires: Estimated average burden hours per

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

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

response...

may continue. See Instruction

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 and Ticker or Trading

Issuer

Symbol

HEARTLAND PAYMENT SYSTEMS INC [HPY]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director X\_ Officer (give title

10% Owner Other (specify

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

STREET

(Month/Day/Year) 12/10/2010

below)

President and CFO

(Street)

4. If Amendment, Date Original

(Instr. 8)

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

(Instr. 4)

PRINCETON, NJ 08542

(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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Reported Transaction(s)

Ownership (Instr. 4)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: BALDWIN ROBERT H B JR - Form 4

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day	ate	7. Title and a Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	<u>(2)</u>	12/10/2010		A	60,000	(3)	(3)	Common Stock	60,000

# **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

President and CFO

De Se (In

## **Signatures**

/s/ Robert H.B. 12/14/2010 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).
- (1) The award was granted under Heartland Payment System, Inc.'s (the "Company") 2008 Equity Incentive Plan.
- (2) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (3) The restricted stock units vest in four equal annual installments beginning December 10, 2011. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.

Robert H.B. Baldwin, Jr. also beneficially owns 477,389 shares of the Company's common stock, par value \$0.001 per share (the "Common Stock"), and 140.57 shares of Common Stock held in the Company's 401(k) plan. Mr. Baldwin is also the indirect beneficial owner of 91,325 shares of Common Stock which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004.

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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