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HEARTLAND PAYMENT SYSTEMS INC

Form 4 July 12, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

Expires: 2005 Estimated average burden hours per

January 31,

0.5

OMB APPROVAL

Form 4 or 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

response...

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 Symbol

Issuer

HEARTLAND PAYMENT SYSTEMS INC [HPY]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

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

5. Relationship of Reporting Person(s) to

C/O HEARTLAND PAYMENT

06/30/2007

(Month/Day/Year)

below) Chief Financial Officer

SYSTEMS, INC., 90 NASSAU STREET

(Street)

(State)

06/30/2007

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Zip)

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

Person

380,775

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

PRINCETON, NJ 08542

(City)

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

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

Transaction(s)

D

Beneficial Ownership (Instr. 4)

Code V (D) Amount

23,056

(Instr. 3 and 4) Price

Α

(A)

Ι Margaret J.

Common 06/30/2007

J(1)

J(1)

(1) 23,056 D 91,325

(1)

Sieck and Whitney H. Baldwin as Trustees

for an Indenture created

Stock

Stock

Common

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June 30, 2004

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

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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 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. Transactic Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Amor or Title Numb of Share	ber	

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

Chief Financial Officer

Signatures

/s/ Robert H.B. 07/12/2007 Baldwin, Jr.

**Signature of Reporting Date
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) On June 30, 2007, 23,056 shares were distributed from the Trust to Robert H.B. Baldwin, Jr., in his individual capacity.

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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