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

HEARTLAN Form 4 July 12, 2007	ND PAYMEN' 7	T SYSTEN	IS INC										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										OMB APPROVAL			
Check thi	UNITE	ED STATE	OMB Number:	3235-0287									
if no long subject to Section 1 Form 4 o	<b>STAT</b>	STATEMENT OF CHANGES IN BENEFICIAL SECURITIES							NERSHIP OF	Expires: Estimated burden hou response	urs per		
Form 5 obligation may cont <i>See</i> Instru 1(b).	inue. Section	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 F	Responses)												
1. Name and A BALDWIN	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol HEARTLAND PAYMENT					5. Relationship of Reporting Person(s) to Issuer						
		SYSTEMS INC [HPY]						(Check all applicable)					
(Last)	(First)	(Middle)		3. Date of Earliest Transaction					Director 10% Owner X Officer (give title Other (specify				
	TLAND PAYI INC., 90 NAS		06/30/20	-	.)				below) Chief	below) Financial Offic	cer		
(Street) 4. If Amer Filed(Mont						-			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
PRINCETO	N, NJ 08542								Person	wore than one R	eporting		
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
(Instr. 3) an		ear) Execut any	emed ion Date, if 1/Day/Year)	3. Transactio Code (Instr. 8)		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code	v	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	06/30/2007			J <u>(1)</u>		23,056	А	<u>(1)</u>	380,775	D			
Common Stock	06/30/2007			J <u>(1)</u>		23,056	D	<u>(1)</u>	91,325	I	Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created		

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

June 30, 2004

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

Persons who respond to the collection of information contained in this form are not 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)

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. Transac Code (Instr. 8	5. ctionNuml of 3) Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	vative rities ired or osed ) :. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Unde Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **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				
Signaturas							

## Signatures

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

\*\*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) 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.