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

#### HEARTLAND PAYMENT SYSTEMS INC

Form 4 March 02, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

Number:

January 31, Expires: 2005

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**OMB APPROVAL** 

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person \* PALMER JONATHAN J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

HEARTLAND PAYMENT SYSTEMS INC [HPY]

3. Date of Earliest Transaction

(Check all applicable) \_X\_\_ Director

10% Owner

C/O HEARTLAND PAYMENT

(Street)

(State)

(First)

02/27/2006

(Month/Day/Year)

Officer (give title Other (specify below)

SYSTEMS, 90 NASSAU ST

(Middle)

(Zip)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

PRINCETON, NJ 08542

(City)	(State) (	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	on(A) or Di	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	()	(
Common Stock	02/27/2006		M	20,000	A	\$ 6.25	45,000	D	
Common Stock	02/27/2006		F	5,679 (1)	D	\$ 22	39,321	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)

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. Number of orDerivative 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
Stock Option (Right to Buy) (1) (2) (3)	\$ 6.25	02/27/2006		M	20,000	<u>(4)</u>	01/15/2014	Common Stock	20,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
copyrous o when the contract	Director	10% Owner	Officer	Other		
PALMER JONATHAN J C/O HEARTLAND PAYMENT SYSTEMS 90 NASSAU ST PRINCETON, NJ 08542	X					

## **Signatures**

Reporting Person

/s/ Jonathan J.
Palmer

\*\*Signature of 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 exercised 20,000 options, and swapped 5,679 shares of Common Stock for the exercise price.
- (2) The Option was granted under Issuer's 2000 Equity Incentive Plan.
- (3) The exercise price and the number of stock options beneficially owned by the Reporting Person following the reported transaction are adjusted to reflect the 2-for-1 split that became effective as of July 26, 2005.
- (4) The options were granted on January 15, 2004 and vested over two years. They are fully vested.

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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