HEARTLAND PAYMENT SYSTEMS INC

Form 4

August 15, 2008

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

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See Instruction 1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * CARR ROBERT O			2. Issuer Name and Ticker or Trading Symbol HEARTLAND PAYMENT SYSTEMS INC [HPY]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET			3. Date of Earliest Transaction (Month/Day/Year) 08/13/2008					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chairman of the Board and CEO		
				f Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person		
PRINCETO	N, NJ 08542							_X_ Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	le I - Non-D	Perivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Execution	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock, par value \$.001 per share	08/13/2008			S <u>(1)</u>	500	D	\$ 23.1	2,051,416	I (2)	See Footnote (3)
Common Stock, par value \$.001 per share	08/13/2008			S <u>(1)</u>	400	D	\$ 23.11	2,051,016	I (2)	See Footnote
Common Stock, par	08/13/2008			S(1)	600	D	\$ 23.12	2,050,416	I (2)	See Footnote

value \$.001 per share								(5)
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	400	D	\$ 23.13	2,050,016	I (2)	See Footnote (6)
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	100	D	\$ 23.14	2,049,916	I (2)	See Footnote (7)
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	200	D	\$ 23.15	2,049,716	I (2)	See Footnote (8)
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	100	D	\$ 23.16	2,049,616	I (2)	See Footnote
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	200	D	\$ 23.19	2,049,416	I (2)	See Footnote
Common Stock, par value \$.001 per share	08/13/2008	S(1)	300	D	\$ 23.2	2,049,116	I (2)	See Footnote (11)
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	200	D	\$ 23.21	2,048,916	I (2)	See Footnote
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	200	D	\$ 23.22	2,048,716	I (2)	See Footnote (13)
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	100	D	\$ 23.23	2,048,616	I (2)	See Footnote
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	200	D	\$ 23.24	2,048,416	I (2)	See Footnote (15)
Common Stock, par value \$.001	08/13/2008	S <u>(1)</u>	300	D	\$ 23.25	2,048,116	I (2)	See Footnote

per share								
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	100	D	\$ 23.29	2,048,016	I (2)	See Footnote
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	400	D	\$ 23.3	2,047,616	I (2)	See Footnote
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	100	D	\$ 23.31	2,047,516	I (2)	See Footnote
Common Stock, par value \$.001 per share	08/13/2008	S <u>(1)</u>	100	D	\$ 23.33	2,047,416 (21) (22)	I (2)	See Footnote (20)

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A	
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
									of	
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address		Keiationsnips						
	Director	10% Owner	Officer	Other				
	X	X	Chairman of the Board and CEO					

Reporting Owners 3

CARR ROBERT O
C/O HEARTLAND PAYMENT SYSTEMS, INC.
90 NASSAU STREET
PRINCETON, NJ 08542

CARR JILL

C/O HEARTLAND PAYMENT SYSTEMS, INC.

90 NASSAU STREET PRINCETON, NJ 08542 X

Signatures

/s/ Charles H.N. Kallenbach As Attorney in Fact 08/14/2008

**Signature of Reporting Person Date

/s/ Charles H.N. Kallenbach As Attorney in Fact 08/14/2008

**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).
 - On August 13, 2008, each of The Robert O. Carr Irrevocable Trust for Emily Carr, The Robert O. Carr Irrevocable Trust for Kelly Carr and The Robert O. Carr Irrevocable Trust for Ryan Carr sold 1,500 shares, respectively, of Common Stock of the Company through Morgan Stanley & Co., Incorporated, a registered broker-dealer. This sale was made pursuant to agreements executed on August 8, 2008

Date

- (1) between Marc Ostro, as trustee and Morgan Stanley & Co, Incorporated for the sale of 20,000 shares of the Company's Common Stock pursuant to Rule 144 from each of the above mentioned trusts. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- This Form 4 is filed in connection with a joint/group filing consisting of Mr. Carr and Jill Carr, Mr. Carr's wife. Mrs. Carr's address is c/o Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, NJ 08542.
- 166 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 167 shares of the
 (3) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 167 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 133 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 134 shares of the
 (4) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 133 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 200 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 200 shares of the
 (5) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 200 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 134 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 133 shares of the
 (6) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 133 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

Signatures 4

- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the (10) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the (12) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the (13) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 100 shares of the (16) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 133 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 133 shares of the (18) Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 134 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
 - After the sales, Mr. and Mrs. Carr's indirect beneficial ownership consists of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 449,701 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 253,703 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 407,189 shares held by The Robert O. Carr 2000
- (21) Irrevocable Trust for Kelly Carr; 144,074 shares held by The Jill A. Carr 2000 Irrevocable Trust for Corrissa Nichols; 144,994 shares held by The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 247,755 shares held by The Jill A. Carr Irrevocable Trust for Hilary Holland Carr. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (22) Mr. Carr and Mrs. Carr directly own 5,835,399 shares of Common Stock of the Company and have a fully vested option to purchase an additional 125,000 shares of Common Stock of the Company.

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.