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HEARTLAND PAYMENT SYSTEMS INC

Form 4 July 16, 2013

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

OMB Number:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

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

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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

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

5. Relationship of Reporting Person(s) to Issuer

below)

HEARTLAND PAYMENT SYSTEMS INC [HPY]

(Check all applicable)

Vice Chairman

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

07/15/2013

Director

10% Owner X_ Officer (give title Other (specify

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

STREET

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street) Filed(Month/Day/Year)

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

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

PRINCETON, NJ 08542

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

(State)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Code V Amount

5. Amount of 7. Nature of Indirect Securities Ownership Beneficially Form: Direct Beneficial Owned (D) or Following Indirect (I)

(Instr. 4)

(A)

(D)

Reported Transaction(s) Ownership (Instr. 4)

(2)

Price

(Instr. 3 and 4)

Common Stock, par

value 07/15/2013 M 12,000 \$ 8.88 545,173 Α

D

\$0.001 per share

Common

Stock, par 07/15/2013 value

\$ $S^{(1)}$ 12,000 D

38.52 533,173

 $D^{(3)}$

\$0.001 per share

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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. Number of ctionDerivative Securities B) 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)	\$ 8.88	07/15/2013		M		12,000	<u>(4)</u>	05/11/2014	Common Stock	12,000	

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

Vice

Chairman

Signatures

/s/ Robert H.B. 07/15/2013 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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 14, 2013.
- This price is the weighted average price of the 12,000 shares sold. The prices actually paid for the shares of the Common Stock of

 Heartland Payment Systems, Inc. (the "Issuer") sold ranged from \$38.28 to \$38.87. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.

Reporting Owners 2

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The Reporting Person is the direct beneficial owner of 533,173 shares of common stock of the Issuer, excluding 133.93 shares of common stock of the Issuer held in the Issuer's 401(k) plan. The Reporting Person is also the indirect beneficial owner of 91,325 shares of

- (3) common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004. The Reporting Person disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be deemed an admission that the Reporting P is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4) The option vests in four equal annual installments beginning on May 11, 2010. As of the date of this filing all options are vested.

 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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