

HEARTLAND FINANCIAL USA INC
 Form 4
 March 03, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
 COX JOHN W JR

2. Issuer Name and Ticker or Trading Symbol
 HEARTLAND FINANCIAL USA INC [HTLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1398 CENTRAL AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/27/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

DUBUQUE, IA 52001

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or Price | | | |
| Common Stock | 05/27/2014 | | A | 200 | A \$ 0 | 0 ⁽¹⁾ | D |
| Common Stock | 06/03/2014 | | A | 19 | A \$ 24.17 | 0 ⁽¹⁾ | D |
| Common Stock | 06/09/2014 | | S | 3,196 | D \$ 25.14 | 0 ⁽¹⁾ | D |
| Common Stock | 03/02/2015 | | S | 2,035 | D \$ 30 | 5,125.5651 ^{(2) (3)} | D |
| Common Stock | | | | | | 20,321.5887 ⁽²⁾ | I Control Shareholder ⁽⁴⁾ |

| | | | |
|-----------------|--------------------------|---|--------------------------------------|
| Common Stock | 2,432.1219 <u>(2)</u> | I | Control Shareholder <u>(5)</u> |
|-----------------|--------------------------|---|--------------------------------------|

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. Transaction Code (Instr. 8) | 5. Number of Derivative 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|---|--|---|---|--------------------------------------|--|--|---|---|--|

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|---------------------|--------------------|-------|--|
|--|---------------------|--------------------|-------|--|

Code V (A) (D)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COX JOHN W JR 1398 CENTRAL AVE. DUBUQUE, IA 52001 | | X | | |

Signatures

/s/ John W. Cox,
Jr. 03/03/2015

**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) Multi line entry --- see next line for total
- (2) These shares participate in a Dividend Reinvestment Plan.

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- (3) Includes 1,450 shares of Restricted Stock Units granted under the 2015 Long-Term Incentive Plan. These shares are subject to a one (1) year vesting schedule.
- (4) Held in the name of John W. Cox Jr. Inc. Reporting person is managing, controlling shareholder.
- (5) Held in the name of McJoyce, Inc. Reporting person is managing, controlling shareholder.

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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