

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 December 09, 2014

**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 \*  
 CARR ROBERT O

2. Issuer Name and Ticker or Trading Symbol  
 HEARTLAND PAYMENT SYSTEMS INC [HPY]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board and CEO

(Last) (First) (Middle)  
 C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 12/06/2014

(Street)  
 PRINCETON, NJ 08542

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 Ownership (Instr. 4) |                  |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|
|   |                                      |  |                                | (A) or (D)  | Price   |  |                                   |                  |
|   |                                      |  |                                | Code  | V   | Amount   |                                   |                  |
| Common Stock, par value \$0.001 per share | 12/06/2014                           |  | M                              | 10,101  | A   | \$ 0   | 425,524                           | D <sup>(1)</sup> |
| Common Stock, par value \$0.001 per share | 12/06/2014                           |  | F                              | 4,339   | D   | \$ 0   | 421,185                           | D <sup>(1)</sup> |

Common  
 Stock, par  
 value 12/08/2014 G<sup>(2)</sup> 40,346 D \$ 0 380,839 D <sup>(1)</sup>  
 \$0.001 per  
 share

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

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit <sup>(3)</sup>       | <sup>(4)</sup>   | 12/06/2014                           |  | M                              | 10,101  | <sup>(5)</sup> 12/06/2023 <sup>(5)</sup>                 | Common Stock  | 10,101                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                               |
|---|---------------|-----------|---------|-------------------------------|
|   | Director      | 10% Owner | Officer | Other                         |
| CARR ROBERT O<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542 | X             |           |         | Chairman of the Board and CEO |

## Signatures

/s/ Edythe Katz Nipper,  
 attorney-in-fact 12/09/2014  
 \*\*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).

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- The reporting person's indirect beneficial ownership consists of 116,487 shares of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emmalee Carr. The reporting person disclaims beneficial ownership of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emmalee Carr. This report shall not be deemed an admission that the reporting person is the beneficial owner of the shares of the Issuer's common stock for purposes of Section 16 or for any other purpose.
- (1) Gift by reporting person to a 501(c)(3) charity.
  - (2) Each vested restricted stock unit was the economic equivalent of one share of Heartland Payment Systems, Inc.'s (the "Issuer") common stock. The reporting person settled the vested restricted stock units for shares of the Issuer's common stock.
  - (3) Each restricted stock unit represents a contingent right to receive one share of the common stock of the Issuer.
  - (4) The restricted stock units vest in four equal annual installments beginning December 6, 2014. As of the date of this filing 10,101 shares have vested. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
  - (5)

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.