Edgar Filing: HEARTLAND PAYMENT SYSTEMS INC - Form 4

HEARTLAND PAYMENT SYSTEMS INC Form 4 November 17, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BALDWIN ROBERT H B JR Issuer Symbol HEARTLAND PAYMENT (Check all applicable) SYSTEMS INC [HPY] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) C/O HEARTLAND PAYMENT 11/13/2014 Vice Chairman SYSTEMS, INC., 90 NASSAU STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PRINCETON, NJ 08542 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common Stock, par 559.384 D⁽¹⁾ value 11/13/2014 Μ 20.000 A 15.22 \$0.001 per share Common Stock, par \$ S⁽²⁾ 52.49 D (1) 11/13/2014 17,400 D 541,984 value \$0.001 per (3) share

Edgar Filing: HEARTLAND PAYMENT SYSTEMS INC - Form 4

Common Stock, par value \$0.001 per share	11/13/20	14	S <u>(2)</u>	2,600	1.1	\$ 53.1 (<u>4)</u>	539,384	D <u>(1)</u>			
Reminder: Re	eport on a sepa	arate line for each clas	ss of securities benefi	Person informa require	ation of ation of d to re vs a cu	o respon containe espond (irectly. d to the colle d in this forr unless the fo valid OMB co	n are not orm	SEC 1474 (9-02)		
			tive Securities Acqu uts, calls, warrants,					d			
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)	orDeriv Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	6. Date Exer Expiration D (Month/Day,	ate	7. Title an of Underly Securities (Instr. 3 au	-	8. H Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock	\$ 15.22	11/13/2014		М		20,000	(5)	07/22/2015	Stock Option (right to buy)	20,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BALDWIN ROBERT H B JR						
C/O HEARTLAND PAYMENT SYSTEMS, INC.			Vice			
90 NASSAU STREET			Chairman			
PRINCETON, NJ 08542						
Signatures						

/s/ Robert H.B.	11/17/2014
Baldwin, Jr.	11/1//2014

**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).

(1) The Reporting Person is the indirect beneficial owner of 30,442 shares of the Issuer held by the Robert H.B Baldwin, Jr. Trust U/A/D June 30, 2004 (the "Trust"). The Reporting Person disclaims beneficial ownership of the securities held in the Trust, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 12, 2014.

(3) This price is the weighted average price of the 17,400 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Issuer") sold ranged from \$51.94 to \$52.93. 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.

This price is the weighted average price of the 2,600 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Issuer") sold ranged from \$52.94 to \$53.49. The reporting person will provide to the Issuer, any

- (4) Freatual Fayment Systems, inc. (the fisuer) sold ranged from \$52.94 to \$53.49. 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.
- (5) The option vested in four equal annual installments beginning on July 22, 2011.

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.