Edgar Filing: CARR ROBERT O - Form 4

Form 4	SERTO									
January 04,	2012									
FORM	14								APPROVAL	
Check this box if no longer subject to SECURITIES AND EACHANGE COMMUNISSION OMB Number STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estima										
									2005 ed average hours per	
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> CARR ROBERT O			Issuer Name ar ^{1bol} ARTLAND STEMS INC	PAYME		ling	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (1 TLAND PAYME , INC., 90 NASSA	(M ENT 01	Pate of Earliest 7 onth/Day/Year) 04/2012	Fransactior	1		X Director X Officer (giv below) Chairman			
(Street) 4. If Amo Filed(Mo				Date Origin ar)	al		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table I - Non-	Derivativ	e Secu	irities Ac	quired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code ear) (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	ed 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.001 per share	01/04/2012		S <u>(1)</u>	3,318	D	\$ 24.25	144,985	I	The Robert O. Carr 2000 Irrevocable Trust for Emily Carr (2)	

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 (9-02)

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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 Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships							
	Director	10% Owner	Officer	Other					
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	Х		Chairman of the Board and CEO						
Signatures									
/s/ Charles H.N. Kallenbach, attorney-in-fact	01/04/2012	2							
**Signature of Reporting Person	Date								
Explanation of Deenenees									

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 September 9, 2011.

The reporting person disclaims beneficial ownership of Heartland Payment Systems, Inc.'s (the "Issuer") common stock held by The(2) Robert O. Carr 2000 Irrevocable Trust for Emily 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.

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.