Edgar Filing: HEARTLAND PAYMENT SYSTEMS INC - Form 4

HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 23, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

Check this box

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 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 * Zabaneh Samir Michael

2. Issuer Name and Ticker or Trading

Symbol

HEARTLAND PAYMENT SYSTEMS INC [HPY]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 12/21/2015

Director 10% Owner X_ Officer (give title Other (specify

Chief Financial Officer

below)

90 NASSAU STREET, 2ND **FLOOR**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

PRINCETON, NJ 08542

(City)

(Chij)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/21/2015		M	827	A	\$0	5,061	D	
Common Stock	12/21/2015		F	280	D	\$ 94.59	4,781	D	

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

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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 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)		6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(2)	12/21/2015		M	827	(3)	12/19/2019	Common Stock	827	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Zabaneh Samir Michael 90 NASSAU STREET 2ND FLOOR PRINCETON, NJ 08542

Chief Financial Officer

Signatures

/s/ Robert H.B. Baldwin, Jr., Attorney in Fact

12/23/2015

**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).
- Each vested restricted stock unit was the economic equivalent of one share of the Issuer's common stock. The reporting person settled the **(1)** vested restricted stock units for shares of the Issuer's common stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of the common stock of the Issuer.
- The restricted stock units vest in four equal annual installments beginning December 19, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.

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.

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