CARR ROBERT O

Form 4 May 18, 2012

### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005 Estimated average

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... 0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* CARR ROBERT O

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

HEARTLAND PAYMENT SYSTEMS INC [HPY]

(Check all applicable)

Chairman of the Board and CEO

(Last)

(First)

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner X\_ Officer (give title

(Month/Day/Year)

(Middle)

05/16/2012

Other (specify below)

C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU

(Street)

STREET

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

PRINCETON, NJ 08542

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Transactionr Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect **Following** (Instr. 4)

> Reported (A) Transaction(s) (Instr. 4) or

(Instr. 3 and 4) (D) Price Code V Amount

Common Stock, par

value 05/16/2012 M 28,946 \$8.88 102,894 D Α

\$0.001 per

share

Common Stock, par \$

 $S^{(1)}$ 30.5424 34,646 D D value 05/16/2012 68,248 (2)

\$0.001 per

share

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Common Stock, par value \$0.001 per share	05/17/2012	M	34,973	A	\$ 8.88	103,221	D
Common Stock, par value \$0.001 per share	05/17/2012	S <u>(1)</u>	43,863	D	\$ 29.2177	59,358	D
Common Stock, par value \$0.001 per share	05/17/2012	S <u>(1)</u>	8,518	D	\$ 30.0641 (4)	50,840	D
Common Stock, par value \$0.001 per share	05/18/2012	M	8,310	A	\$ 8.88	59,150	D
Common Stock, par value \$0.001 per share	05/18/2012	M	23,233	A	\$ 8.88	82,383	D
Common Stock, par value \$0.001 per share	05/18/2012	S <u>(1)</u>	47,448	D	\$ 28.7708 (5)	34,935	D (6)

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 required to respond unless the form displays a currently valid OMB control number.

(9-02)

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. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securities	Γ
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(!
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			
					and 5)			

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 8.88	05/16/2012	M	28,946	<u>(7)</u>	05/11/2014	Common Stock	28,946
Stock Option (right to buy)	\$ 8.88	05/17/2012	M	34,973	<u>(7)</u>	05/11/2014	Common Stock	34,973
Stock Option (right to buy)	\$ 8.88	05/18/2012	M	8,310	<u>(7)</u>	05/11/2014	Common Stock	8,310
Stock Option (right to buy)	\$ 8.88	05/18/2012	M	23,233	(8)	05/11/2014	Common Stock	23,233

## **Reporting Owners**

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

Relationships

## **Signatures**

/s/ Charles H.N. Kallenbach, 05/18/2012 attorney-in-fact \*\*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).

Date

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 9, 2012.
- This price is the weighted average price of the 34,646 shares of Heartland Payment Systems, Inc.'s (the "Issuer") common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$30.15 to \$30.77. 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 43,863 shares of the Issuer's common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$28.96 to \$29.95. 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.

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- This price is the weighted average price of the 8,518 shares of the Issuer's common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$29.96 to \$30.24. 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 47,448 shares of the Issuer's common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$28.41 to \$29.30. 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.
- The reporting person's indirect beneficial ownership consists of 108,487 shares of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The reporting person disclaims beneficial ownership of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. This report shall not be deemed an admission that the reportingperson is the beneficial owner of the shares of the Issuer's common stock for purposes of Section 16 or for any other purpose.
- On May 11, 2009, the stock options were granted with vesting in four equal installments over a four year period if the closing price of the common stock of the Issuer was \$26.64 or greater for 30 consecutive trading days at any time before the option expired. The closing price of the common stock of the Issuer has exceeded \$26.64 for 30 consecutive trading days so, as of the date of this filing, 348,750 of the stock options have vested and 116,250 stock options remain unvested.
- (8) On May 11, 2009, the stock options were granted with vesting in four equal installments over a four year period. As of the date of this filing, 348,750 of the stock options have vested and 116,250 stock options remain unvested.

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.