#### CARR ROBERT O

Form 4

December 28, 2012

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

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**OMB APPROVAL** 

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

burden hours per response...

Estimated average

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)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

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

Chairman of the Board and CEO

(Month/Day/Year) 12/22/2012

below)

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

(Street)

(State)

STREET

(City)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

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

Common Stock, par

value

12/22/2012

J(1)7,961 <u>(1)</u> Α

31,847 (2)

D

\$0.001 per share

Common Stock, par

12/24/2012

3,364 D  $F^{(3)}$ 

\$ 28,483

 $D^{(4)}$ 

\$0.001 per

share

value

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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.	<ol><li>Date Exer</li></ol>	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	Expiration Date		t of	Derivative
Security	or Exercise		any	Code	of (Month/Day/Year)		Underly	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	str. 8) Derivative		Securities		(Instr. 5)	
	Derivative			Securities			(Instr. 3 and 4)			
	Security				Acquired					
	·			(A) or						
					Dispose	1				
					of (D)					
					(Instr. 3.					
					4, and 5	)				
								A	Amount	
						Date	Expiration Date	0		
						Exercisable			Number	
						Ziterenducie Butte	o			
				Code	V (A) (D	)		S	hares	

# **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

X

Chairman of the Board and CEO

## **Signatures**

/s/ Robert O. Carr 12/27/2012

\*\*Signature of Date
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) Shares acquired upon vesting of restricted stock units granted to the Reporting Person on December 22, 2011 and reported on a Form 4 filed on December 23, 2011.
- The Reporting Person reported all restricted stock units granted to the Reporting Person on December 21, 2011 in Table I of the Form 4 (2) filed on December 23, 2011. As such, no adjustment to the Reporting Person's beneficial ownership needs to be made to reflect this vesting event.
- (3) Shares were withheld from the Reporting Person, in an exempt transaction under Rule 16b-3, solely to satisfy tax obligations arising from the vesting of the restricted stock described in this Form 4.

Reporting Owners 2

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The Reporting Person's indirect beneficial ownership consists of 108,487 shares of Heartland Payment System's (the "Issuer") common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The Reporting Person disclaims beneficial ownership of the

(4) 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 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.