Edgar Filing: HEARTLAND PAYMENT SYSTEMS INC - Form 4

HEARTLAND PAYMENT SYSTEMS INC

Form 4

per share Common Stock, par

value \$.001 per share

10/30/2008

November 03, 2008

FORM	I 1								OMB AF	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box									Expires:	January 31,	
subject to Section 1 Form 4 or	if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated average burden hours per response 0		
Form 5 obligation may continued to See Instruction 1(b).	ns Section 170	(a) of the	Public U	tility Hole		pany	Act of	e Act of 1934, 1935 or Section	1		
(Print or Type F	Responses)										
1. Name and A BALDWIN	Symbol HEART	TLAND P	Ticker or		0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			SYSTE	MS INC	[HPY]			(,	
(M				3. Date of Earliest Transaction [Month/Day/Year)				Director 10% Owner Other (specify below)			
	FLAND PAYMI INC., 90 NASS		10/30/2	008					dent and CFO		
	(Street) 4. If Amer Filed(Mon				ate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
PRINCETO	N, NJ 08542							Form filed by M Person	fore than One Rej	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deer nth/Day/Year) Execution any (Month/I		3. Transaction Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock, par value \$.001	10/30/2008			M	52,180	A	\$ 6.25 (1)	444,911	D (2)		

\$ 425,636

D (2)

19,275 D

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

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SEC 1474 (9-02)

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)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy) (3)	\$ 6.25 (1)	10/30/2008		M	52,180	<u>(4)</u>	01/15/2014	Common Stock	52,180

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BALDWIN ROBERT H B JR C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542

President and CFO

Signatures

/s/ Robert H.B.
Baldwin, Jr.
11/03/2008

**Signature of Reporting Date
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).
- On July 26, 2005, the common stock of Heartland Payment Systems, Inc. (the "Issuer") split 2-for-1. The number of the underlying (1) securities and the price of this option are adjusted to reflect the stock split, resulting in the acquisition of 45,000 additional shares of common stock at an exercise price of \$6.25 per share.
- After the option exercise, Robert H.B. Baldwin, Jr. beneficially owns 425,636 shares of common stock of the Issuer, of which 136 shares of common stock of the Issuer are held in the Issuer's 401(k) plan. Mr. Baldwin is also the indirect beneficial owner of 91,325 shares of common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004.

Reporting Owners 2

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- (3) The options were granted under the Issuer's 2000 Equity Incentive Plan.
- On January 15, 2004, the options were granted with vesting over a four year period. As of the date of this filing, all of the options have vested.

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.