RAYMOND GEORGE F
Form 4/A
August 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAYMOND GEORGE F

(Last) (First) (Middle)

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

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
04/22/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.001 per share	08/11/2005		P		900	A	$ 23.35	6,900	D	
Common Stock, par value $0.001 per share	06/02/2008		J(1)		718	A	(1)	7,618	D	

Common Stock, par value $0.001 per share	08/03/2012	M	5,000	A	$ 18	12,618	D
Common Stock, par value $0.001 per share	08/03/2012	M	3,750	A	$ 8.88	16,368	D
Common Stock, par value $0.001 per share	08/03/2012	M	5,000	A	$ 12.16	21,368	D
Common Stock, par value $0.001 per share	08/03/2012	S	13,750	D	$ 31.0252 (2)	7,618	D
Common Stock, par value $0.001 per share	08/06/2012	S	900	D	$ 31.1605	6,718	D
Common Stock, par value $0.001 per share	08/06/2012	S	6,718	D	$ 31.1023	0	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. Transaction Code (Instr. 8)		5. Number of Derivative 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 Option (right to buy)	$ 8.88	05/11/2009	A	5,000		(3)	05/11/2014	Common Stock	5,000
Stock Option (right to buy)	$ 18	08/03/2012	M		5,000	11/05/2008	11/05/2013	Common Stock	5,000
Stock Option (right to buy)	$ 8.88	08/03/2012	M		3,750	(3)	05/11/2014	Common Stock	3,750
Stock Option (right to buy)	$ 12.16	08/03/2012	M		5,000	11/06/2009	11/06/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYMOND GEORGE F C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X			

Signatures

/s/ George F. Raymond	08/23/2012
**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).

(1) These shares of Common Stock of Heartland Payment Systems, Inc. (the "Issuer") were received in connection with a pro rata distribution of shares by Greenhill Capital, L.P. and its affiliated entities to its limited partners and general partners.

(2) This price is the weighted average price of the 13,750 shares sold. The prices actually paid for the shares of the Common Stock of the Issuer sold ranged from $30.90 to $31.22. 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.

(3) The stock options granted on May 11, 2009 and disclosed in the Form 4 filed on April 22, 2010 vest in four equal annual installments beginning on the first anniversary of the date of grant. As of the date of this filing, 3,750 of the options have vested and 1,250 of the 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.

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Explanation of Responses: