CARR ROBERT O
Form 4
December 28, 2006

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 *
CARR ROBERT O

(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)
03/17/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 $.001 per share	03/17/2006		G		8,086	D	$ 0	8,243,553	I (1)	By the Robert O. Carr 2003 Grantor Retained Annuity Trust (2)
Common Stock par value	03/17/2006		G		8,086	D	$ 0	8,235,467	I	By the Jill A. Carr 2003

$.001 per share								Grantor Retained Annuity Trust (2)
Common Stock par value $.001 per share	03/17/2006	G	2,697	A	$ 0	8,238,164	I	By the Jill A. Carr Irrevocable Trust FBO Corissa Nichols (3)
Common Stock par value $.001 per share	03/17/2006	G	2,695	A	$ 0	8,240,859	I	By the Jill A. Carr Irrevocable Trust FBO Robert Carr, Jr. (3)
Common Stock par value $.001 per share	03/17/2006	G	2,695	A	$ 0	8,243,554	I	By this Jill A. Carr Irrevocable Trust FBO Hilary Holland Carr (3)
Common Stock par value $.001 per share	03/17/2006	G	2,695	A	$ 0	8,246,249	I	By the Robert O. Carr Irrevocable Trust FBO Kelly Carr (3)
Common Stock par value $.001 per share	03/17/2006	G	2,695	A	$ 0	8,248,944	I	By the Robert O. Carr Irrevocable Trust FBO Emily Carr (3)
Common Stock par value $.001 per share	03/17/2006	G	2,695	A	$ 0	8,251,639	I	By the Robert O. Carr Irrevocable Trust FBO Ryan Carr (3)
Common Stock par value	12/20/2006	G	236,281	D	$ 0	8,015,358 (4)	I (1)	By Carr Holdings LLC (5)

$.001 per share

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. 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	X	Chairman of the Board and CEO	
CARR JILL C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542		X		

Signatures

/s/ Robert O. Carr	12/28/2006
**Signature of Reporting Person	Date
/s/ Jill Carr	12/28/2006
**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) This Form 4 is filed in connection with a joint/group filing consisting of Mr. Carr and Jill Carr, Mr. Carr's wife. Mrs. Carr's address is c/o Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, NJ 08542.

(2) The trustee of the Robert O. Carr 2003 Grantor Retained Annuity Trust and the Jill A. Carr 2003 Grantor Retained Annuity Trust is Frederick A. Nicoll. Prior to the transaction, the Robert O. Carr 2003 Grantor Retained Annuity Trust and the Jill A. Carr 2003 each held 8,086 shares of Common Stock of the Company, all of which were fully disposed of in the transaction.

(3) The trustee for all three of the Robert O. Carr Irrevocable Trusts is Mrs. Carr and the trustee for all three of the Jill A. Carr Irrevocable Trusts is Mr. Carr. The beneficiaries of the Robert O. Carr Irrevocable Trusts and the Jill A. Carr Irrevocable Trusts are the immediate family members of the reporting person.

(4) In addition, Mr. Carr directly owns 2,225,000 shares of Common Stock of the Company. Mr. Carr indirectly owns 7,487,679 shares of Common Stock of the Company held by Carr Holdings, L.L.C., a New Jersey limited liability company owned and managed by Mr. and Mrs. Carr. Mr. Carr's beneficial ownership also consists of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 41,253 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 27,364 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 37,086 shares held by The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr; 2,697 shares held by the Jill A. Carr 2000 Irrevocable Trust for Corrissa Nichols; 2,695 shares held by the Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 16,584 shares held by the Jill A. Carr Irrevocable Trust for Hilary Holland Carr.

(5) Carr Holdings, L.L.C. is a New Jersey limited liability company managed by Mr. Carr and Mrs. Carr who are also members of the limited liability company.

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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