

CARR ROBERT O  
 Form 4  
 March 26, 2012

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/22/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman of the Board and CEO

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

(Street)

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

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

PRINCETON, NJ 08542

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.001 per share	03/22/2012		M	25,000	A	\$ 15.22	56,847 D
Common Stock, par value \$0.001 per share	03/22/2012		S <sup>(1)</sup>	25,000	D	\$ 28.9876	31,847 D
						<u>(2)</u>	

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Common Stock, par value	03/23/2012	M	38,191	A	\$ 8.88	70,038	D
\$0.001 per share							
Common Stock, par value	03/23/2012	<u>S</u> <sup>(1)</sup>	38,191	D	\$ 29.5825 <u>(3)</u>	31,847	D
\$0.001 per share							
Common Stock, par value	03/26/2012	M	40,905	A	\$ 8.88	72,752	D
\$0.001 per share							
Common Stock, par value	03/26/2012	<u>S</u> <sup>(1)</sup>	40,905	D	\$ 30.1147 <u>(4)</u>	31,847	D <u>(5)</u>
\$0.001 per share							

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15.22	03/22/2012		M	25,000	<u>(6)</u>	07/22/2015	Common Stock	25,000
Stock Option (right to	\$ 8.88	03/23/2012		M	38,191	<u>(7)</u>	05/11/2014	Common Stock	38,191

