

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 May 08, 2012

**FORM 4**

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

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).

**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 \*  
**VAGUE RICHARD**

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)  
**05/03/2012**

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

**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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.001 per share <sup>(1)</sup> | 05/03/2012                           |  | J <sup>(1)</sup>               | 3,198 A <u>(1)</u>  | 3,198 <sup>(2)</sup>  | D  |  |
| Common Stock, par value \$0.001 per share                | 05/03/2012                           |  | F <sup>(3)</sup>               | 898 D \$ 32.42  | 2,300   | D  |  |

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|   |            |   |        |   |                      |        |   |
|---|------------|---|--------|---|----------------------|--------|---|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 05/07/2012 | M | 10,000 | A | \$ 24.93             | 12,300 | D |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 05/07/2012 | S | 10,000 | D | \$<br>30.4756<br>(4) | 2,300  | D |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
|   |  |   |   | Code V                               | (A) (D)  | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>or<br>Number<br>of Shares                        |
| Restricted<br>Stock<br>Units                        | (5)  | 05/04/2012                              |   | A                                    | 2,426  | (6) (6)  | Common<br>Stock 2,426  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 24.93   | 05/07/2012                              |   | M                                    | 10,000   | (7) 05/07/2012   | Common<br>Stock 10,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |              |         |       |
|---|---------------|--------------|---------|-------|
|   | Director      | 10%<br>Owner | Officer | Other |
| VAGUE RICHARD<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542 | X             |              |         |       |

## Signatures

/s/ Richard  
Vague

05/08/2012

\_\_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) Shares acquired upon vesting of restricted stock units granted to the reporting person on December 21, 2011 and reported on a Form 4 filed on December 22, 2011.

The reporting person previously reported all restricted stock units granted to the reporting person on December 21, 2011 in Table I of the Form 4 filed on December 22, 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.

- (4) This price is the weighted average price of the 10,000 shares of Heartland Payment Systems, Inc.'s (the "Issuer") common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$30.40 to \$30.57. 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.

- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.

The restricted stock units vest upon the earlier of: (i) May 4, 2013 and (ii) the first business day preceding the date of the Issuer's 2013 annual meeting of stockholders, so long as the reporting person remains in Continuous Service (as such term is defined in the Issuer's 2008 Equity Incentive Plan, as amended and restated).

- (7) The option vested in two equal annual installments beginning on May 7, 2008.

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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