

Lawler Michael A
Form 3
June 27, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lawler Michael A | | (Month/Day/Year) | HEARTLAND PAYMENT SYSTEMS INC [HPY] | |
| (Last) | (First) | (Middle) | 06/18/2012 | |
| C/O HEARTLAND PAYMENT SYSTEMS, INC., Â 90 NASSAU STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | President - Strategic Markets | |
| PRINCETON, Â NJ Â 08542 | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|-------|------------|--------------|--------|----------|----------------------------------|---|
| Stock Option (right to buy) | Â (1) | 11/06/2014 | Common Stock | 12,500 | \$ 12.16 | D | Â |
| Stock Option (right to buy) | Â (2) | 07/22/2015 | Common Stock | 7,500 | \$ 15.22 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 12,500 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lawler Michael A C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542 | Â | Â | Â President - Strategic Markets | Â |

Signatures

/s/ Michael A. Lawler 06/27/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 25,000 options were granted on November 6, 2009, vesting over a four year period. As of the date of this filing, 12,500 options have vested, and were exercised and sold. 6,250 options vest and become exercisable on November 6, 2012 and the remaining 6,250 options vest and become exercisable on November 6, 2013.
 - (2) 10,000 options were granted on July 22, 2010, vesting over a four year period. As of the date of this filing, 2,500 options have vested, and were exercised and sold. 2,500 options vest and become exercisable on July 22, 2012, 2,500 options vest and become exercisable on July 22, 2013 and the remaining 2,500 options vest and become exercisable on July 22, 2014.
 - (3) The restricted stock units vest in four equal annual installments beginning May 12, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
 - (4) Each restricted stock unit represents a contingent right to receive one share of Heartland Payment Systems, Inc.'s Common Stock.

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.