

BALDWIN ROBERT H B JR
 Form 4
 March 06, 2013

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 *
 BALDWIN ROBERT H B JR

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)
 03/01/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice Chairman

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)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	03/01/2013		M	30,000	A \$ 0	543,180	D
Common Stock, par value \$0.001 per share	03/01/2013		F ⁽¹⁾	13,335	D \$ 31.62	529,845	D ⁽²⁾

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purposes of Section 16 or for any other purpose.

- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (4) The earnings per share target described in footnote 5 below was met for the year ended December 31, 2012, so 50% of the restricted stock units vested on March 1, 2013.

Each restricted stock unit will vest 50% on March 1, 2013, 25% on March 1, 2014, and 25% on March 1, 2015 only if over the term of these restricted stock units, the following diluted earnings per share targets for the years ended December 31, 2012, 2013 and 2014 are achieved.: 2012: \$1.48 2013:\$1.74 2014: \$2.04 Diluted earnings per share will be calculated on a pro forma basis to exclude

- (5) non-operating gains and losses, if any, and excluding the after-tax impact of stock compensation expense. These performance-based restricted stock units are subject to a "catch-up" provision pursuant to which the restricted stock units will vest from earlier years in which the diluted earnings per share goals were not attained if the diluted earnings per share goals in later years are attained. (Continued footnote 5).

In addition, in the event of a "change of control" of the Issuer (as defined in its Amended and Restated 2008 Equity Incentive Plan) that was approved by a majority of the Issuer's Board of Directors and its stockholders that represents a 25% premium in the Issuer's common stock price over the average trading price of its common stock over the thirty trading days prior to the offer for the Issuer and the acquisition of the Issuer is completed thereto, then all of these restricted stock units granted will vest and the shares of the Issuer's common stock underlying such restricted stock units will be issued and delivered. If the reporting person is not employed by the Issuer at the relevant vesting date of the restricted stock units, the unvested portion of such restricted stock units will terminate.

- (6)

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.