

CARR ROBERT O  
 Form 4  
 May 14, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

3. Date of Earliest Transaction (Month/Day/Year)  
 05/11/2013

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

(Street)  
 PRINCETON, NJ 08542

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

(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)
Common Stock, par value \$0.001 per share	05/11/2013		M	66,250	A \$ 0 <sup>(1)</sup>	160,482	D <sup>(2)</sup>
Common Stock, par value \$0.001 per share	05/11/2013		F <sup>(3)</sup>	28,124	D \$ 31.34	132,358	D <sup>(2)</sup>

Edgar Filing: CARR ROBERT O - Form 4

Common Stock, par value \$0.001 per share	05/14/2013	M	348,750	A	\$ 0	481,108	D <u>(2)</u>
Common Stock, par value \$0.001 per share	05/14/2013	S	204,000	D	\$ 31.97 <u>(4)</u>	277,108	D <u>(2)</u>

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

**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.**

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Unit <u>(5)</u>	\$ 0	05/11/2013		M	66,250	<u>(6)</u> <u>(6)</u>	Common Stock 66,250
Stock Option (right to buy)	\$ 8.88	05/14/2013		M	116,250	<u>(7)</u> 05/11/2014	Common Stock 116,250
Stock Option (right to buy)	\$ 8.88	05/14/2013		M	116,250	<u>(8)</u> 05/11/2014	Common Stock 116,250
Stock Option (right to buy)	\$ 8.88	05/14/2013		M	116,250	<u>(9)</u> 05/11/2014	Common Stock 116,250

