

CARR ROBERT O
 Form 4
 May 14, 2013

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

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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.

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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)		
				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

