

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

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Common
Stock, par
value 05/14/2013 M 348,750 A \$ 0 481,108 D (2)
\$0.001 per
share

Common
Stock, par
value 05/14/2013 S 204,000 D \$ 31.97 277,108 D (2)
\$0.001 per
share (4)

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 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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X		Chairman of the Board and CEO	

Signatures

/s/ Charles H.N. Kallenbach,
attorney-in-fact

05/14/2013

**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) Each vested restricted stock unit was the economic equivalent of one share of common stock of Heartland Payment Systems, Inc. (the "Issuer"). The reporting person settled the vested restricted stock units for shares of the Issuer's common stock.

(2) The reporting person's indirect beneficial ownership consists of 108,487 shares of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The reporting person disclaims beneficial ownership of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. This report shall not be deemed an admission that the reporting person is the beneficial owner of the shares of the Issuer's common stock for purposes of Section 16 or for any other purpose.

(3) The reporting person authorized the Issuer to withhold shares of common stock to satisfy tax obligations arising from the vesting of the restricted stock units described in this Form 4.

(4) This price is the weighted average price of the 204,000 shares sold. The prices of the shares of the common stock of the Issuer sold ranged from \$31.72 to \$32.17. 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 sold.

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

(6) On May 11, 2009, the restricted stock units were granted with vesting in four equal installments over a four year period. As of the date of this filing, 265,00 of the restricted stock units have vested and 0 restricted stock units remain unvested. Shares of the Issuer's common stock will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.

(7) On May 11, 2009, the stock options were granted with vesting in four equal installments over a four year period, as of the date of this filing all of the stock options have vested.

(8) On May 11, 2009, the stock options were granted with vesting in four equal installments over a four year period if the closing price of the common stock of the Issuer was \$17.76 or greater for 30 consecutive trading days at any time before the option expired. The closing price of the common stock of the Issuer has exceeded \$17.76 for 30 consecutive trading days so, as of the date of this filing, all of the stock options have vested.

(9) On May 11, 2009, the stock options were granted with vesting in four equal installments over a four year period. As of the date of this filing, 348,750 of the stock options have vested and 116,250 stock options remain unvested.

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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