

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 August 16, 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

(Last) (First) (Middle)

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

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 08/14/2013 | | M | 25,000 | A | \$ 15.22 | 302,108 D ⁽¹⁾ |
| Common Stock, par value \$0.001 per share | 08/14/2013 | | S | 25,000 | D | \$ 39.22 ₍₂₎ | 277,108 D ⁽¹⁾ |

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Common
Stock, par
value 08/15/2013 M 50,000 A \$ 15.22 327,108 D ⁽¹⁾
\$0.001 per
share

Common
Stock, par
value 08/15/2013 S 33,000 D \$ 38.39 294,108 D ⁽¹⁾
\$0.001 per
share ⁽³⁾

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 15.22 | 08/14/2013 | | M | 25,000 | ⁽⁴⁾ 07/22/2015 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 15.22 | 08/15/2013 | | M | 50,000 | ⁽⁴⁾ 07/22/2015 | Common Stock | 50,000 |

Reporting Owners

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

PRINCETON, NJ 08542

Signatures

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

08/16/2013

__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).

The reporting person's indirect beneficial ownership consists of 108,487 shares of the Heartland Payment Systems, Inc. (the "Issuer") common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The reporting person disclaims beneficial ownership of

(1) 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.

(2) This price is the weighted average price of the 25,000 shares of the Issuer's common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$39.01 to \$39.78. 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 paid.

(3) This price is the weighted average price of the 33,000 shares of the Issuer's common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$38.28 to \$38.61. 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 paid.

(4) On July 22, 2010, the option was granted with vesting in four equal installments over a four year period. As of the date of this filing, 225,000 of the options have vested and were exercised of which 208,000 were sold and the remaining 75,000 options vest on July 22, 2014.

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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