

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 December 24, 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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Vice Chairman and Interim CFO

(Last) (First) (Middle)  
 C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET

3. Date of Earliest Transaction (Month/Day/Year)  
 12/22/2013

(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

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 Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	12/22/2013		J <sup>(1)</sup>	1,991 A \$ 0	524,339 <sup>(2)</sup> <sup>(3)</sup>	D	
Common Stock, par value \$0.001 per share	12/22/2013		F <sup>(4)</sup>	965 D \$ 0	523,374	D	

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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)

Table with columns for Title of Derivative Security, Conversion or Exercise Price of Derivative Security, Transaction Date, Deemed Execution Date, Transaction Code, Derivative Securities Acquired/Disposed, Date Exercisable and Expiration Date, Title and Amount of Underlying Securities, Price of Derivative Security, and Number of Derivative Securities.

Reporting Owners

Table with columns for Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for Baldwin Robert H B Jr, C/O Heartland Payment Systems, Inc.

Signatures

/s/ Robert H.B. Baldwin, Jr. 12/24/2013
\*\*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) Shares acquired upon vesting of restricted stock units granted to the Reporting Person on December 22, 2011 and reported on a Form 4 filed on December 23, 2011
(2) The Reporting Person reported all restricted stock units granted to the Reporting Person on December 22, 2011 in Table I of the Form 4 filed on December 23, 2011. As such, no adjustment to the Reporting Person's beneficial ownership needs to be made to reflect this vesting event.
(3) The Reporting Person is the direct beneficial owner of 523,374 shares of common stock of Heartland Payment Systems, Inc. (the "Issuer"), excluding 134.32 shares of common stock of the Issuer held in the Issuer's 401(k) plan. The Reporting Person is also the

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indirect beneficial owner of 91,325 shares of common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004. The Reporting Person disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (4) Shares were withheld from the Reporting Person, in an exempt transaction under Rule 16b-3, solely to satisfy tax obligations arising from the vesting of the restricted stock described in this Form 4.

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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