

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 March 04, 2014

**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)  
**03/01/2014**

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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock, par value \$0.001 per share	03/01/2014		M		55,000	A	\$ 0	320,135	D <sup>(1)</sup>
Common Stock, par value \$0.001 per share	03/01/2014		F <sup>(2)</sup>		22,195	D	\$ 0	297,940	D <sup>(1)</sup>

Common Stock, par value \$0.001 per share  
 03/01/2014 M 95,540 A \$ 0 393,480 D <sup>(1)</sup>

Common Stock, par value \$0.001 per share  
 03/01/2014 F 40,557 D \$ 0 352,923 D <sup>(1)</sup>

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Units	<sup>(3)</sup>	03/01/2014		M <sup>(4)</sup>	55,000	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	55,000
Restricted Stock Unit	<sup>(3)</sup>	03/01/2014		M <sup>(6)</sup>	95,540	<sup>(7)</sup> 12/22/2021 <sup>(7)</sup>	Common Stock	95,540

## 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/ Edythe Katz Nipper,  
attorney-in-fact

03/04/2014

\_\_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) 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.

(2) 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.

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

(4) Each restricted stock unit will vest 50% on March 1, 2013, 25% on March 1, 2014, and 25% on March 1, 2015 (subject to continued employment and certain change in control provisions) and if over the term of these restricted stock units, the following diluted earnings per share targets for the years ended December 31, 2012, 2013 and 2014 are achieved.: 2012: \$1.48 2013:\$1.74 2014: \$2.04 Diluted earnings per share will be calculated on a pro forma basis to exclude non-operating gains and losses, if any, and excluding the after-tax impact of stock compensation expense.

(5) The earnings per share target described in footnote (4) above was met for the year ended December 31, 2012 and, as a result, 50% of the restricted stock units vested on March 1, 2013. The earnings per share target described in footnote (4) above was met for the year ended December 31, 2013 and, as a result 25% of the restricted stock units vested on March 1, 2014.

(6) These performance based restricted stock units were granted on December 22, 2011 ("PSUs"). The PSUs vest 50% in 2014 and 50% in 2015, contingent upon the Company achieving a diluted earnings per share compound annual growth rate ("CAGR") of 17% for the two-year period ending December 31, 2013. Additionally, for each 1% that the CAGR actually achieved for the two year period that is above the 17% target, the number of shares underlying the PSUs awarded would be increased by 3.09%; provided, however, that the maximum increase in the number of shares that may be awarded could be is 100%.

(7) The resulting CAGR for the two-year period ending December 31, 2013 described in footnote (6) above exceeded the maximum performance target, resulting in holders earning the maximum 100% increase in PSUs awarded. As a result, 50% of the PSUs vested on March 1, 2014 and 50% will vest on March 1, 2015, subject to continued employment with the Issuer and certain change in control provisions.

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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