

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 March 04, 2015

**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**

(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)  
 03/01/2015

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)  
 Vice Chairman

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.001 per share	03/01/2015		M	15,000	A	\$ 0	536,390 <sup>(1)</sup> D
Common Stock, par value \$0.001 per share	03/01/2015		F <sup>(2)</sup>	7,793	D	\$ 0	528,597 <sup>(1)</sup> D

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Common Stock, par value \$0.001 per share	03/01/2015	M	23,886	A	\$ 0	552,483 <sup>(1)</sup>	D
Common Stock, par value \$0.001 per share	03/01/2015	F <sup>(2)</sup>	12,409	D	\$ 0	540,074 <sup>(1)</sup>	D
Common Stock, par value \$0.001 per share	03/01/2015	M	1,225	A	\$ 0	541,299 <sup>(1)</sup>	D
Common Stock, par value \$0.001 per share	03/01/2015	F <sup>(2)</sup>	637	D	\$ 0	540,662 <sup>(1)</sup>	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units	<sup>(3)</sup>	03/01/2015		M <sup>(4)</sup>	15,000	<sup>(5)</sup>	<sup>(5)</sup>	Common Stock	15,000
Restricted Stock Unit	<sup>(3)</sup>	03/01/2015		M <sup>(6)</sup>	23,886	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	23,886
Restricted Stock	<sup>(3)</sup>	03/01/2015		M <sup>(8)</sup>	1,225	<sup>(9)</sup>	<sup>(9)</sup>	Common Stock	1,225



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by 1.31%.

The resulting CAGR for the two-year period ending December 31, 2014 described in footnote (8) above was below target performance.

- (9) As a result, the underlying performance shares granted on December 10, 2012 was decreased and 23.2% of the PSUs were earned; 50% of the earned PSUs (11.6%) vested on March 1, 2015 and the remaining 50% of the earned PSUs (11.6%) will vest on March 1, 2016 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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