

HEARTLAND PAYMENT SYSTEMS INC

Form 4

December 15, 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 *
Lawler Michael A

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)

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - Strategic Markets

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

(Street)

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

PRINCETON, NJ 08542

(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	(A) or (D)			
Common Stock	12/06/2015		M		1,401	A	\$ 0	5,204	D
Common Stock	12/06/2015		F		448	D	\$ 0	4,756	D
Common Stock	12/10/2015		A ⁽¹⁾		5,396	A	\$ 0	10,152	D
Common Stock	12/10/2015		F		2,045	D	\$ 0	8,107	D

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- (3) Each restricted stock unit represents a contingent right to receive one share of Heartland Payment Systems, Inc.'s Common Stock.
- (4) The restricted stock units vest in four equal annual installments beginning December 6, 2014. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (5) The restricted stock units vest in four equal annual installments beginning December 11, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.

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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