

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 August 24, 2005

**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 \*  
 NIEHAUS ROBERT H

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)  
 08/22/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O GREENHILL & CO., INC., 300 PARK AVE, 23RD FLOOR

(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

NEW YORK, NY 10022

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/22/2005		P		16,200	A	\$ 27.04
					69,000	(1) (2)	D
Common Stock	08/23/2005		P		20,000	A	\$ 27.0934
					89,000	(1) (2)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEHAUS ROBERT H C/O GREENHILL & CO., INC., 300 PARK AVE, 23RD FLOOR NEW YORK, NY 10022	X			

**Signatures**

/s/ Robert H. Niehaus  
08/24/2005

\*\*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).
- Robert H. Niehaus is a member of the Board of Directors of the Issuer. He is also a Senior Member of GCP 2000, LLC, which is the general partner of GCP, L.P. GCP, L.P. and GCP Managing Partner, L.P. are general partners of Greenhill Capital Partners, L.P., which is
- (1) the record owner of 3,877,146 shares of Issuer's common stock ("Common Stock"), Greenhill Capital Partners (Executives), L.P., which is the record owner of 625,887 shares of Common Stock, Greenhill Capital, L.P., which is the record owner of 1,182,545 shares of Common Stock, and Greenhill Capital Partners (Cayman), L.P., which is the record owner of 646,506 shares of Common Stock.

(2) Further, pursuant to an option agreement, dated July 31, 2003, Greenhill Capital Partner, L.P. and affiliated investment funds granted Robert O. Carr, Chief Executive Officer of the Issuer, the option to purchase an aggregate of 1,093,750 shares of Common Stock at a price of \$7.143 per optioned shares. Greenhill Capital Partners, L.P. granted 669,648 optioned shares of Common Stock, Greenhill Capital Partners (Executives), L.P. granted 108,136 optioned shares of Common Stock, Greenhill Capital, L.P. granted 204,181 optioned shares of Common Stock and Greenhill Capital Partners (Cayman), L.P. granted 111,785 optioned shares of Common Stock. The option agreement expires on July 31, 2006. Thus 6,332,084 shares of Common Stock beneficially owned by the above named persons (to the extent of their pecuniary interest therein) include 1,093,750 shares of Common Stock which are subject to the option granted to Robert O. Carr.

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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