

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 September 14, 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 \*  
 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)  
 CFO and Secretary

(Last) (First) (Middle)  
 C/O HEARTLAND PAYMENT SYSTEMS, INC., 47 HULFISH STREET, SUITE 400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/30/2005

NEW YORK, NY 10177  
 (City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/30/2005		J <sup>(1)</sup>	30,738 A <u>11</u>	333,476 <sup>(2)</sup>	D	
Common Stock	06/30/2005		J <sup>(1)</sup>	30,738 D <u>11</u>	138,524 <sup>(3)</sup>	I	By Margaret J. Sieck and Whitney H. Baldwin, as Trustees for an Indenture

created  
6/30/04

Common Stock      08/11/2005      P      100      A      \$ 22.5      333,576      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALDWIN ROBERT H B JR C/O HEARTLAND PAYMENT SYSTEMS, INC. 47 HULFISH STREET, SUITE 400 NEW YORK, NY 10177			CFO and Secretary	

## Signatures

Robert H.B. Baldwin, Jr.      09/12/2005

\_\_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).

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- (1) On June 30, 2005, 30,738 shares were distributed from the Trust to Robert Baldwin, in his individual capacity.
- (2) On July 26, 2005, the Common Stock of Heartland Payment Systems, Inc. split 2-for-1, resulting in the acquisition of 166,738 additional shares of Common Stock.
- (3) On July 26, 2005, the Common Stock of Heartland Payment Systems, Inc. split 2-for-1, resulting in the acquisition of 69,262 additional shares of Common Stock.

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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