

Brown Sanford C
Form 3
January 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Brown Sanford C | | (Month/Day/Year) | HEARTLAND PAYMENT SYSTEMS INC [HYP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 01/01/2006 | | |
| C/O HEARTLAND PAYMENT SYSTEMS, INC.,Â 90 NASSAU STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Chief Sales Officer | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| PRINCETON,Â NJÂ 08542 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 80,000 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Options (right to buy) | 08/18/2003 | 08/18/2013 | Common Stock | 4,000 | \$ 5 | D | Â |
| Stock Options (right to buy) | Â (1) | 01/15/2014 | Common Stock | 20,000 | \$ 6.25 | D | Â |
| Stock Options (right to buy) | 01/15/2004 | 01/15/2014 | Common Stock | 1,250 | \$ 6.25 | D | Â |
| Stock Options (right to buy) | 04/16/2004 | 04/16/2014 | Common Stock | 5,476 | \$ 7.5 | D | Â |
| Stock Options (right to buy) | 08/10/2004 | 08/10/2014 | Common Stock | 23,706 | \$ 9.275 | D | Â |
| Stock Options (right to buy) | 08/10/2004 | 08/10/2014 | Common Stock | 2,142 | \$ 9.275 | D | Â |
| Stock Options (right to buy) | 04/01/2005 | 04/01/2010 | Common Stock | 26,999 | \$ 9.8 | D | Â |
| Stock Options (right to buy) | 04/01/2005 | 04/01/2010 | Common Stock | 7,015 | \$ 9.8 | D | Â |
| Stock Options (right to buy) | 07/14/2005 | 07/14/2010 | Common Stock | 3,498 | \$ 11 | D | Â |
| Stock Options (right to buy) | 09/12/2005 | 09/12/2010 | Common Stock | 3,042 | \$ 26.66 | D | Â |
| Stock Options (right to buy) | 12/23/2005 | 12/23/2010 | Common Stock | 16,910 | \$ 21.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Sanford C C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542 | Â | Â | Â Chief Sales Officer | Â |

Signatures

/s/ Sanford Brown 01/09/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Of the 20,000 shares of stock underlying the option grant, an option for 5,000 shares became exercisable on January 15, 2004, an option (1) for 5,000 shares became exercisable on January 15, 2005, an option for 5,000 shares will vest on January 15, 2006 and an option for the remaining 5,000 shares will vest on January 15, 2007.

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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