

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 August 08, 2007

FORM 4

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

OMB APPROVAL

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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 *
TERRELL BROOKS L

(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)
 08/06/2007

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)
 Chief Technology Officer

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		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	Price			
Common Stock	08/08/2007		S		800	D \$ 31.05	107,447	D	
Common Stock	08/08/2007		S		7	D \$ 31.04	107,440	D	
Common Stock	08/08/2007		S		100	D \$ 31.04	107,340	D	
Common Stock	08/08/2007		S		1,340	D \$ 31.03	106,000	D	
	08/08/2007		S		700	D \$ 31.03	105,300	D	

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Common Stock							
Common Stock	08/08/2007		S	100	D	\$ 31.02	105,200 D
Common Stock	08/08/2007		S	300	D	\$ 31.02	104,900 D
Common Stock	08/08/2007		S	100	D	\$ 31.015	104,800 D
Common Stock	08/08/2007		S	300	D	\$ 31.01	104,500 D
Common Stock	08/08/2007		S	18,400	D	\$ 31.01	86,100 D
Common Stock	08/08/2007		S	300	D	\$ 31.01	85,800 D
Common Stock	08/08/2007		S	900	D	\$ 31	84,900 D
Common Stock	08/08/2007		S	900	D	\$ 31	84,000 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁾	\$ 5	08/06/2007		A	26,000	02/15/2003	02/15/2013	Common Stock	26,000
Stock Option (right to	\$ 5	08/07/2007		A	26,000	02/15/2003	02/15/2013	Common Stock	26,000

