

Lawler Michael A  
 Form 3/A  
 July 24, 2012

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol                         |  |
| Â Lawler Michael A                                      |         | (Month/Day/Year)                     | HEARTLAND PAYMENT SYSTEMS INC [HPY]  |  |
| (Last)  | (First) | (Middle)                             | 06/18/2012   |  |
| C/O HEARTLAND PAYMENT SYSTEMS, INC., Â 90 NASSAU STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)  |         |                                      | (Check all applicable)   | 06/27/2012   |
| PRINCETON, Â NJ Â 08542                                 |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)  | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | President - Strategic Markets  |  |

**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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Title   | Amount or Number of                                    | Derivative Security: Direct (D)                      |   |

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|                                   |              |              |                 |        |               |  |                                  |   |
|-----------------------------------|--------------|--------------|-----------------|--------|---------------|--|----------------------------------|---|
|                                   |              |              |                 | Shares |               |  | or Indirect<br>(1)<br>(Instr. 5) |   |
| Restricted Stock Units <u>(1)</u> | Â <u>(2)</u> | Â <u>(2)</u> | Common<br>Stock | 12,500 | \$ <u>(3)</u> |  | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                       |       |
|--|---------------|-----------|---------------------------------------|-------|
|  | Director      | 10% Owner | Officer                               | Other |
| Lawler Michael A<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542 | Â             | Â         | Â President -<br>Strategic<br>Markets | Â     |

## Signatures

/s/ Michael A. Lawler 07/23/2012

\_\_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).
- (1) The restricted stock units were granted on April 26, 2012 and vest in four equal annual installments beginning on April 26, 2013, not May 12, 2013 as reflected in the Form 3 filed on June 27, 2012.
- (2) The restricted stock units vest in four equal annual installments beginning April 26, 2013. Shares of the Issuer's common stock will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (3) Each restricted stock unit represents a contingent right to receive one share of Heartland Payment Systems, Inc.'s (the "Issuer's") 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.