

BOK SCOTT L
Form 4
February 24, 2006

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 *
GREENHILL CAPITAL PARTNERS, LLC

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)
300 PARK AVENUE, 23RD FLOOR,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2006

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

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(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 Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock; par value \$0.001 per share | 02/22/2006 | | X(1) | 1,093,750 D \$ 7.143 | 5,238,334 | I (2) (3) (4) (5) (6) | Through limited partnerships (2) (3) (4) (5) (6) |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Option w/obligation to sell Common Stock | \$ 7.143 | 02/22/2006 | | X ⁽¹⁾ | 1,093,750 | 08/01/2003 07/31/2006 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GCP MANAGING PARTNER, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GCP, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GREENHILL & CO INC 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GCP 2000, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022 | | X | | |
| GREENHILL CAPITAL PARTNERS LP 300 PARK AVE 23RD FL NEW YORK, NY 10022 | | X | | |
| BOK SCOTT L 300 PARK AVENUE 23RD FLOOR NEW YORK, NY 10022 | | X | | |

GREENHILL ROBERT F
300 PARK AVENUE
23RD FLOOR
NEW YORK, NY 10022

X

NIEHAUS ROBERT H
300 PARK AVENUE, 23RD FLOOR
NEW YORK, NY 10022

X

Signatures

| | |
|---|------------|
| GREENHILL CAPITAL PARTNERS, LLC, By: /s/ Ulrika Ekman, Ulrika Ekman | 02/23/2006 |
| **Signature of Reporting Person | Date |
| GCP 2000, LLC, By: /s/ Ulrika Ekman, Ulrika Ekman, Managing Director and Secretary | 02/23/2006 |
| **Signature of Reporting Person | Date |
| GCP MANAGING PARTNER, L.P., By: Greenhill Capital Partners, LLC, its general partner, By: /s/ Ulrika Ekman, Ulrika Ekman, Managing Director and Secretary | 02/23/2006 |
| **Signature of Reporting Person | Date |
| GCP, L.P., By: GCP 2000, LLC, its general partner, By: /s/ Ulrika Ekman, Ulrika Ekman, Managing Director and Secretary | 02/23/2006 |
| **Signature of Reporting Person | Date |
| GREENHILL CAPITAL PARTNERS, L.P., By: GCP, L.P., its general partner and GCP 2000, LLC, its general partner, By: /s/ Ulrika Ekman, Ulrika Ekman, Managing Director and Secretary | 02/23/2006 |
| **Signature of Reporting Person | Date |
| GREENHILL CAPITAL PARTNERS, L.P., By: GCP Managing Partner L.P., its managing general partner and Greenhill Capital Partners, LLC, its general partner, By: /s/ Ulrika Ekman, Ulrika Ekman, Managing Director and Secretary | 02/23/2006 |
| **Signature of Reporting Person | Date |
| GREENHILL & CO., INC., By: /s/ Ulrika Ekman, Ulrika Ekman, General Counsel and Secretary | 02/23/2006 |
| **Signature of Reporting Person | Date |
| Scott L. Bok, /s/ Ulrika Ekman, Ulrika Ekman, Attorney in Fact for Scott L. Bok | 02/23/2006 |
| **Signature of Reporting Person | Date |
| Robert F. Greenhill, /s/ Ulrika Ekman, Ulrika Ekman, Attorney in Fact for Robert F. Greenhill | 02/23/2006 |
| **Signature of Reporting Person | Date |
| Robert H. Niehaus, /s/ Ulrika Ekman, Ulrika Ekman, Attorney in Fact for Robert H. Niehaus | 02/23/2006 |
| **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).

(1) Disposition of shares to Robert O. Carr, Chief Executive Officer of the Issuer, pursuant to Mr. Carr's exercise in full of an option to purchase an aggregate of 1,093,740 shares of Issuer common stock ("Common Stock") from Greenhill Capital Partners, L.P. and its affiliated funds at an exercise price of \$7.143 per share, which option was granted to Mr. Carr by Greenhill Capital Partners, L.P. and its affiliated funds on July 31, 2003.

(2) This Form 4 is being filed by more than one reporting person.

(3) Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. GCP Managing Partner, L.P. and GCP, L.P. are general partners of Greenhill Capital Partners, L.P., which disposed of 669,648 shares of Common Stock pursuant to Mr. Carr's exercise of his option and is now the record owner of 3,207,498 shares of Common Stock, Greenhill Capital Partners (Executives), L.P., which disposed of 108,136 shares of Common Stock pursuant to Mr. Carr's exercise of his option and is now the record owner of 517,751 shares of Common Stock.

(4) Greenhill Capital, L.P., which disposed of 204,181 shares of Common Stock pursuant to Mr. Carr's exercise of his option and is now the record owner of 978,364 shares of Common Stock, and Greenhill Capital Partners (Cayman), L.P., which disposed of 111,785 shares of Common Stock pursuant to Mr. Carr's exercise of his option and is now the record owner of 534,721 shares of Common Stock.

(5) GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Messrs. Bok and Niehaus are also members of the Board of Directors of the Issuer.

(6) Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein.

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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