

CARR ROBERT O
 Form 4
 March 06, 2013

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 *
 CARR ROBERT O

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET

(Street)

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

PRINCETON, NJ 08542

(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)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	03/01/2013		M	110,000	A \$ 0	138,483	D
Common Stock, par value \$0.001 per share	03/01/2013		F ⁽¹⁾	44,251	D \$ 31.62	94,232	D ⁽²⁾

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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
Restricted Stock Units	(3)	03/01/2013		M(4)	110,000	(5)(6)	(5)(6)	Common Stock	110,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X			Chairman of the Board and CEO

Signatures

/s/ Charles H.N. Kallenbach,
attorney-in-fact

03/06/2013

**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) Shares were withheld from the Reporting Person, in an exempt transaction under Rule 16b-3, solely to satisfy tax obligations arising from the vesting of the restricted stock described in this Form 4.
The Reporting Person's indirect beneficial ownership consists of 108,487 shares of Heartland Payment Systems, Inc.'s (the "Issuer") common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The Reporting Person disclaims beneficial ownership of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares of the Issuer's common stock for purposes of Section 16 or for any other purpose.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- (3)
- (4)

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The earnings per share target described in footnote 5 below was met for the year ended December 31, 2012 and, as a result, 50% of the restricted stock units vested on March 1, 2013.

Each restricted stock unit will vest 50% on March 1, 2013, 25% on March 1, 2014, and 25% on March 1, 2015 only if over the term of these restricted stock units, the following diluted earnings per share targets for the years ended December 31, 2012, 2013 and 2014 are achieved.: 2012: \$1.48 2013: \$1.74 2014: \$2.04 Diluted earnings per share will be calculated on a pro forma basis to exclude

- (5) non-operating gains and losses, if any, and excluding the after-tax impact of stock compensation expense. These performance-based restricted stock units are subject to a "catch-up" provision pursuant to which the restricted stock units will vest from earlier years in which the diluted earnings per share goals were not attained if the diluted earnings per share goals in later years are attained. (Continued footnote 5).

In addition, in the event of a "change of control" of the Issuer (as defined in its Amended and Restated 2008 Equity Incentive Plan) that was approved by a majority of the Issuer's Board of Directors and its stockholders that represents a 25% premium in the Issuer's common

- (6) stock price over the average trading price of its common stock over the thirty trading days prior to the offer for the Issuer and the acquisition of the Issuer is completed thereto, then all of these restricted stock units granted will vest and the shares of the Issuer's common stock underlying such restricted stock units will be issued and delivered.

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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