

CARR ROBERT O  
Form 4  
June 08, 2011

**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)  
06/06/2011

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)
Common Stock, par value \$0.001 per share	06/06/2011		M	34,611 A	\$ 8.88 34,611	D	
Common Stock, par value \$0.001 per share	06/06/2011		S <sup>(1)</sup>	34,611 D	\$ 18.4113 0	D	

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Common Stock, par value \$0.001 per share	06/07/2011	M	34,252	A	\$ 8.88	34,252	D
Common Stock, par value \$0.001 per share	06/07/2011	<u>S</u> <sup>(1)</sup>	34,252	D	\$ <u>18.597</u> <sup>(3)</sup>	0	D
Common Stock, par value \$0.001 per share	06/08/2011	M	34,860	A	\$ 8.88	34,860	D
Common Stock, par value \$0.001 per share	06/08/2011	<u>S</u> <sup>(1)</sup>	34,860	D	\$ <u>18.424</u> <sup>(4)</sup>	0	D <u>(5)</u>

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 8.88	06/06/2011		M	34,611	<u>(6)</u> 05/11/2014	Common Stock	34,611
Stock Option (right to	\$ 8.88	06/07/2011		M	34,252	<u>(6)</u> 05/11/2014	Common Stock	34,252



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- (6) On May 11, 2009, the stock options were granted with vesting in four equal installments over a four year period if the closing price of the common stock of the Issuer was \$17.76 or greater for 30 consecutive trading days at any time before the option expired. The closing price of the common stock of the Issuer has exceeded \$17.76 for 30 consecutive trading days so, as of the date of this filing, 232,500 of the stock options have vested and 232,500 stock options remain unvested.

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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