

HEARTLAND FINANCIAL USA INC
 Form 4
 August 02, 2016

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 *
HORSTMANN DOUGLAS J

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND FINANCIAL USA INC [HTLF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1398 CENTRAL AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/28/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Lending

DUBUQUE, IA 52001

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

(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	07/28/2016		M	1,500 A \$ 29.65	0 ⁽¹⁾	D	
Common Stock	07/28/2016		F	1,302 D \$ 37.01	113,093	D	
Common Stock					10,516	I	401(k)
Common Stock					27,000	I	By Spouse
Common Stock					5,204 ⁽²⁾	I	HTLF Retirement Plan

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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)	Amount or Number of Shares
Non-Qualified Stock Option (Right To Buy)	\$ 29.65					(3) 01/16/2017	Common Stock	1,500
Non-Qualified Stock Option (Right To Buy)	\$ 29.65	07/28/2016		D	1,500	(3) 01/16/2017	Common Stock	1,500
2012 Time-Based Restricted Stock	(4)					(5) (5)	Common Stock	1,060
2013 Time-Based Restricted Stock	(4)					(6) (6)	Common Stock	1,500
2014 Time-Based Restricted Stock	(4)					(7) (7)	Common Stock	2,020
2014 Performance Based Restricted Stock	(4)					(8) (8)	Common Stock	1,660
2015 Time-Based Restricted	(4)					(9) (9)	Common Stock	2,050

Stock

2015

Performance
Based

(4)

(10)

(10)

Common
Stock

1,99

Restricted
Stock

2016

Time-Based
Restricted

(4)

(11)

(11)

Common
Stock

1,42

Stock

2016

Performance
Based

(4)

(12)

(12)

Common
Stock

1,51

Restricted
Stock (1-year
performance)

2016

Performance
Based

(4)

(13)

(13)

Common
Stock

758

Restricted
Stock (3-year
performance)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HORSTMANN DOUGLAS J 1398 CENTRAL AVE. DUBUQUE, IA 52001			EVP, Lending	

Signatures

/s/ Douglas J.
Horstmann

08/02/2016

**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) Multi line entry --- see next line for total
- (2) Represents shares allocated to the reporting person's account under the Heartland Financial USA, Inc. Retirement Plan as a result of the Pension Plan Protectin Act of 2006.
- (3) Represents options to buy granted under the Company's Stock Option Plan, a Rule 16(b)(3) plan, which options vest one-third per year beginning on the 3rd anniversary of date of grant.
- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

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- (5) Of these restricted stock units, 1/3 vest on 1-17-2015, 1/3 vest on 1-17-2016, and 1/3 vest on 1-17-2017.
- (6) Of these restricted stock units, 1/3 vest on 1-22-2016, 1/3 vest on 1-22-2017, and 1/3 vest on 1-22-2018.
- (7) Of these restricted stock units, 1/3 vest on 3-11-2017, 1/3 vest on 3-11-2018, and 1/3 vest on 3-11-2019.
- (8) These restricted stock units vest on 1-18-2017 if certain performance measures are achieved by the Issuer.
- (9) Of these restricted stock units, 1/3 vest on 1-20-2018, 1/3 vest on 1-20-2019, and 1/3 vest on 1-20-2020.
- (10) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (11) Of these restricted stock units, 1/3 vest on 1-19-2017, 1/3 vest on 1-19-2018, and 1/3 vest on 1-19-2019.
- (12) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (13) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.

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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