### Edgar Filing: Brown Sanford C - Form 4

Brown Sanfo Form 4											
May 13, 2010	1					~~~				PPROVAL	
	UNITED	Washington, D.C. 20549								3235-0287	
Check this if no long										January 31, 2005	
subject to Section 10 Form 4 or	5.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
Form 5 obligation may conti <i>See</i> Instru 1(b).	nue. Section 17(	a) of the	Public Ut		ing Con	ipany	Act of	ge Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Brown Sanford C			2. Issuer Name <b>and</b> Ticker or Trading Symbol				Ig	5. Relationship of Reporting Person(s) to Issuer			
			HEARTLAND PAYMENT SYSTEMS INC [HPY]					(Check all applicable)			
(Last)	(Month/D			-				Director 10% Owner Officer (give title Other (specify below) below)			
	TLAND PAYME INC., 90 NASSA		05/11/20	)10				Chie	of Sales Officer		
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
PRINCETO	N, NJ 08542							Person	Aore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			3.4. Securities AcquiredTransaction(A) or Disposed ofCode(D)(Instr. 8)(Instr. 3, 4 and 5)			d of	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Stock, par value \$.001 per share	05/11/2010			М	3,750	A	<u>(1)</u>	29,204	D		
Common Stock, par value \$.001 per share	05/11/2010			F <u>(2)</u>	1,235	D	\$ 16.8	27,969	D <u>(3)</u>		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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)	Code	5. Number ionof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) of				8. Pr Deriv Secu (Inst
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (4)	\$ 0	05/11/2010	М	3,750	(5)	(5)	Common Stock	3,750	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
Brown Sanford C C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542			Chief Sales Officer			
Signatures						

/s/ Sanford C. 05/13/2010 Brown

\*\*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).
- Each vested restricted stock unit was the economic equivalent of one share of the Issuer's common stock. The reporting person settled the (1)vested restricted stock units for shares of the Issuer's common stock.
- The reporting person authorized the Issuer to withhold shares of common stock to satisfy tax obligations arising from the vesting of the (2)restricted stock units described in this Form 4.
- (3) The reporting person also has vested options to purchase 88,783 shares of the Issuer's common stock.

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(4) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

On May 11, 2009, the restricted stock units were granted with vesting in four equal installments over a four year period. As of the date of this filing, 3,750 of the restricted stock units have vested and 11,250 restricted stock units remain unvested. Shares of the Issuer's

(5) this rining, 5,750 of the restricted stock units have vested and 11,250 restricted stock units remain unvested. Shares of the restricted stock units remain unvested. Shares of the restricted stock units 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. 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.