BALDWIN ROBERT H B JR
Form 4
May 13, 2011

| R 4 |  | OMB APPRROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to Section 16. | SECURITIES | Estimated average burden hours per |
| Form 4 or |  | response... 0.5 |
| Form 5 <br> obligations may continue | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)

1. Name and Address of Reporting Person *

BALDWIN ROBERT H B JR
(Last) (First) (Middle)
C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU
(Street)

PRINCETON, NJ 08542
1.Title of

Security (Instr. 3)
(State) (Zip)
2. Transaction Date
(Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)
2. Issuer Name and Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]
3. Date of Earliest Transaction (Month/Day/Year)
05/11/2011
4. If Amendment, Date Original Filed(Month/Day/Year)
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

$\frac{\mathrm{X}_{\text {below) }} \quad$|  Director  |
| :---: |
|  Officer (give title  |
|  President  |${ }^{10 \% \text { Owner }} \text { Other (specify }}{\text { below }}$

6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person _ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| (City) | (State) | 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. <br> Transactio Code (Instr. 8) Code V | 4. Securit (A) or Dis (Instr. 3, 4 <br> Amount | ies Ac sposed 4 and <br> (A) or (D) | cquired <br> of (D) <br> 5) <br> Price | 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 | 05/11/2011 |  | M | 6,500 | A | (1) | 483,889 | D |  |
| Common Stock, par value \$0.001 per share | 05/11/2011 |  | F (2) | 2,435 | D | $\begin{aligned} & \$ \\ & 20.42 \end{aligned}$ | 481,454 | D (3) |  |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
Persons who respond to the collection of
information contained in this form are not
required to respond unless the form 1474
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)



Restricted
Stock Unit
$\$ 0 \quad 05 / 11 / 2011$
$\mathrm{M} \quad 6,500$
(5) $\qquad$ Common
6,500
(4)

## Reporting Owners

## Relationships

Director 10\% Owner Officer Other
BALDWIN ROBERT H B JR
C/O HEARTLAND PAYMENT SYSTEMS, INC.
90 NASSAU STREET
President
PRINCETON, NJ 08542

## Signatures

/s/ Robert H.B.
Baldwin, Jr.
05/13/2011
${ }_{-}^{* *}$ Signature of Reporting
Date
Person

## 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. $78 \mathrm{ff}(\mathrm{a})$.
(1) Each vested restricted stock unit was the economic equivalent of one share of common stock of Heartland Payment Systems, Inc. (the "Issuer"). The reporting person settled the vested restricted stock units for shares of the Issuer's common stock.
(2) The reporting person authorized the Issuer to withhold shares of common stock to satisfy tax obligations arising from the vesting of the restricted stock units described in this Form 4.


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After the vesting of the restricted stock units, the reporting person beneficially owns 481,454 shares of common stock of the Issuer, excluding 140.97 shares of common stock of the Issuer held in the Issuer's $401(\mathrm{k})$ plan. The reporting person is also the indirect beneficial owner of 91,325 shares of common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004. The reporting person disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
(4) Each restricted stock unit represents a contingent right to receive one share of the common stock of the Issuer.

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
(5) this filing, 13,000 of the restricted stock units have vested and 13,000 restricted stock units remain unvested. Shares of the Issuer's common stock will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.

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.

