

CARR ROBERT O  
Form 4  
June 06, 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)  
06/02/2011

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
|   |                                      |  |                                | (A) or (D)  | Price   |  |   |
|   |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock, par value \$0.001 per share | 06/02/2011                           |  | M                              | 26,249  | A   | \$ 8.88  | 26,249 D  |
| Common Stock, par value \$0.001 per share | 06/02/2011                           |  | S <sup>(1)</sup>               | 26,249  | D   | \$ 18.7104   | 0 D   |
|   |                                      |  |                                |   |   | <sup>(2)</sup>   |   |

|   |            |                  |        |   |                             |        |                  |
|---|------------|------------------|--------|---|-----------------------------|--------|------------------|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 06/03/2011 | M                | 38,089 | A | \$ 8.88                     | 38,089 | D                |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 06/03/2011 | S <sup>(1)</sup> | 38,089 | D | \$<br>18.4683<br><u>(3)</u> | 0      | D <sup>(4)</sup> |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|--|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 8.88  | 06/02/2011                              |   | M                                    | 26,249   | <u>(5)</u>   | 05/11/2014  | Common<br>Stock                        | 26,249 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 8.88  | 06/03/2011                              |   | M                                    | 38,089   | <u>(5)</u>   | 05/11/2014  | Common<br>Stock                        | 38,089 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| CARR ROBERT O<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET | X             |           | Chairman of the Board and CEO |       |

PRINCETON, NJ 08542

CARR JILL  
C/O HEARTLAND PAYMENT SYSTEMS, INC.  
90 NASSAU STREET  
PRINCETON, NJ 08542

Wife

## Signatures

/s/ Charles H.N. Kallenbach,  
attorney-in-fact 06/06/2011

\_\_Signature of Reporting Person

Date

/s/ Charles H.N. Kallenbach,  
attorney-in-fact 06/06/2011

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2011.

This price is the weighted average price of the 26,249 shares sold. The prices actually paid for the shares of the common stock of the

- (2) Issuer sold ranged from \$18.59 to \$18.86. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.

This price is the weighted average price of the 38,089 shares sold. The prices actually paid for the shares of the common stock of the

- (3) Issuer sold ranged from \$18.33 to \$18.62. The reporting person will provide to the Issuer, any security holder of the Issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.

This Form 4 is filed in connection with a joint/group filing consisting of Robert O. Carr and Jill Carr, Mr. Carr's wife. Mrs. Carr's address is c/o Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, NJ 08542. Mr. and Mrs. Carr's indirect beneficial ownership consists

- (4) of 400,000 shares of Company's common stock held by The Robert O. Carr 2001 Charitable Remainder Unitrust and 201,391 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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

- (5) 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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