

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 August 24, 2005

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)
 08/08/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

C/O HEARTLAND PAYMENT SYSTEMS, INC., 47 HULFISH STREET, SUITE 400

(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	08/08/2005		J ⁽¹⁾	12,000 ₍₂₎	D \$ 9.275	8,020,488 ₍₂₎	I ₍₂₎ By Carr Holding, L.L.C. ₍₂₎ ₍₃₎
Common Stock	08/16/2005		S	200,000 ₍₂₎	D \$ 18	7,820,488 ₍₂₎	I ₍₂₎ By Carr Holding, L.L.C. ₍₂₎ ₍₃₎

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 47 HULFISH STREET, SUITE 400 PRINCETON, NJ 08542	X	X	Chairman of the Board and CEO	
CARR JILL C/O HEARTLAND PAYMENT SYSTEMS, INC. 47 HULFISH STREET, SUITE 400 PRINCETON, NJ 08542		X		

Signatures

/s/ Robert O.
Carr 08/24/2005

**Signature of Reporting Person Date

/s/ Jill Carr 08/24/2005

**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) Carr Holdings, L.L.C. sold 12,000 shares of common stock to Thomas Sheridan pursuant to the exercise of an option granted by Carr Holdings, L.L.C. to Mr. Sheridan.
- (2) This Form 4 is filed in connection with a joint/group filing consisting of Mr. Carr and Jill Carr, Mr. Carr's wife. Mrs. Carr's address is c/o Heartland Payment Systems, Inc., 47 Hulfish Street, Suite 400, Princeton, NJ 08542.
- (3) Carr Holdings, L.L.C. is a New Jersey limited liability company managed by Mr. Carr and Jill Carr who are also members of the limited liability company.

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.