

CARR ROBERT O
 Form 4/A
 September 08, 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)
 12/10/2010

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)
 12/14/2010

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, par value \$0.001 per share	09/06/2011		M	50,000 A	\$ 15.22 50,000	D	
Common Stock, par value \$0.001 per share	09/06/2011		S	50,000 D	\$ 19.9544 0	D (2)	(1)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (right to buy)	\$ 15.22	09/06/2011		M	50,000	(3) 07/22/2015	Common Stock 50
Restricted Stock Units (4)	(5)	12/10/2010		A	220,000	(6)(7) (6)(7)	Common Stock 22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X		Chairman of the Board and CEO	

Signatures

/s/ Charles H.N. Kallenbach,
attorney-in-fact
Date: 09/08/2011

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) This price is the weighted average price of the 50,000 shares of Heartland Payment Systems, Inc.'s (the "Issuer") common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from \$19.64 to \$20.10. 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.
- (2) The reporting person's indirect beneficial ownership consists of 400,000 shares of the Issuer's common stock held by The Robert O. Carr 2001 Charitable Remainder Unitrust and 201,391 shares of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust

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for Emily Carr. The reporting person continues to report beneficial ownership of all of the Issuer's common stock held by The Robert O. Carr 2001 Charitable Remainder Unitrust but disclaims beneficial ownership except to the extent of his pecuniary interest therein. The reporting person also disclaims beneficial ownership of the Issuer's common stock held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. This report shall not be deemed an admission that the reporting person is the beneficial owner of the shares of the Issuer's common stock for purposes of Section 16 or for any other purpose.

- (3) On July 22, 2010, the option was granted with vesting in four equal installments over a four year period. As of the date of this filing, 75,000 of the options have vested and 225,000 options remain unvested.
- (4) The restricted stock units granted on December 10, 2010 and disclosed in the Form 4 filed on December 14, 2010 are subject to the vesting and performance-criteria set forth in footnotes (6) and (7) below.
- (5) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

- Each restricted stock unit will vest 50% on March 1, 2013, 25% on March 1, 2014, and 25% on March 1, 2015 only if over the term of these restricted stock units, the following diluted earnings per share targets for the years ended December 31, 2012, 2013 and 2014 are achieved.: 2012: \$1.48 2013: \$1.74 2014: \$2.04 Diluted earnings per share will be calculated on a pro forma basis to exclude non-operating gains and losses, if any, and excluding the after-tax impact of stock compensation expense.(Continued in footnote 7)
- (6)

- These performance-based restricted stock units are subject to a "catch-up" provision pursuant to which the restricted stock units will vest from earlier years in which the diluted earnings per share goals were not attained if the diluted earnings per share goals in later years are attained. In addition, in the event of a "change of control" of the Issuer (as defined in its Amended and Restated 2008 Equity Incentive Plan) that was approved by a majority of the Issuer's Board of Directors and its stockholders that represents a 25% premium in the Issuer's common stock price over the average trading price of its common stock over the thirty trading days prior to the offer for the Issuer and the acquisition of the Issuer is completed thereto, then all of these restricted stock units granted will vest and the shares of the Issuer's common stock underlying such restricted stock units will be issued and delivered.
- (7)

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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