

HEARTLAND PAYMENT SYSTEMS INC  
 Form 4  
 December 15, 2015

**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 \*  
 Kallenbach Charles

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)  
 90 NASSAU STREET, 2ND FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/06/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Legal Officer, GC & Sec.

PRINCETON, NJ 08542

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

(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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |
| Common Stock                    | 12/06/2015                           |  | M                              |   | 673   | A  | \$ 0 28,455                       | D |
| Common Stock                    | 12/06/2015                           |  | F                              |   | 310   | D  | \$ 0 28,145                       | D |
| Common Stock                    | 12/10/2015                           |  | M                              |   | 1,324   | A  | \$ 0 29,469                       | D |
| Common Stock                    | 12/10/2015                           |  | F                              |   | 609   | D  | \$ 0 28,860                       | D |
| Common Stock                    | 12/10/2015                           |  | A <sup>(1)</sup>               |   | 10,677  | A  | \$ 0 39,537                       | D |

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Common Stock 12/10/2015 F 4,914 D \$ 0 34,623 D

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit <u>(2)</u>           | <u>(3)</u>   | 12/06/2015                           |  | M                              | 673   | <u>(4)</u> 12/06/2023                                    | Common Stock  | 673                        |
| Restricted Stock Unit <u>(2)</u>           | <u>(3)</u>   | 12/10/2015                           |  | M                              | 1,324   | <u>(5)</u> 12/10/2017                                    | Common Stock  | 1,324                      |
| Restricted Stock Unit <u>(2)</u>           | <u>(3)</u>   | 12/11/2015                           |  | A                              | 3,615   | <u>(6)</u> <u>(6)</u>                                    | Common Stock  | 3,615                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kallenbach Charles  
90 NASSAU STREET, 2ND FLOOR  
PRINCETON, NJ 08542

Chief Legal Officer, GC & Sec.

## Signatures

/s/ Charles H.N. 12/15/2015  
Kallenbach

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 shares of common stock were acquired upon the vesting of relative total shareholder return performance share units granted in December 2012.
- (2) Each vested restricted stock unit was the economic equivalent of one share of the Issuer's common stock. The reporting person settled the vested restricted stock units for shares of the Issuer's common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (4) The restricted stock units vest in four equal annual installments beginning December 6, 2014. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.  
  
The reporting person was granted 5,296 restricted stock units on December 10, 2012. The restricted stock units vest in four equal annual installments beginning December 10, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units
- (5) The reporting person was granted 5,296 restricted stock units on December 10, 2012. The restricted stock units vest in four equal annual installments beginning December 10, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units
- (6) The restricted stock units vest in four equal annual installments beginning December 11, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.

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.