#### CARR ROBERT O

Form 4

December 07, 2011

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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)

(Street)

(Middle)

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

12/05/2011

\_X\_\_ Director 10% Owner Other (specify \_X\_\_ Officer (give title )

below) Chairman of the Board and CEO

C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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. Transactic Code (Instr. 8)	4. Securit coor Dispos (Instr. 3, 4	ed of (	` '	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	12/05/2011		S <u>(1)</u>	26,666	D	\$ 22.7735 (2)	80,008	I	The Robert O. Carr 2001 Charitable Remainder Unitrust (3)		
Common Stock, par value \$0.001	12/07/2011		S(4)	3,318	D	\$ 21.88	158,257	I	The Robert O. Carr 2000 Irrevocable		

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Trust for **Emily Carr** 

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Tit	le and	8. Price of	9
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumb		Expiration Date		Amou	ınt of	Derivative	Ι
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Unde	rlying	Security	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	F
	Derivative				Securities			(Instr	. 3 and 4)		(
	Security				Acquired						F
					(A) or						F
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									<b>A</b>		
									Amount		
						Date	Expiration Date	Title	or		
						Exercisable			Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships **Reporting Owner Name / Address** 

> 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**

per share

/s/ Charles H.N. Kallenbach, 12/07/2011 attorney-in-fact

> \*\*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).
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, **(1)** 2011.

**(2)** 

Reporting Owners 2

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This price is the weighted average price of the 26,666 shares of the 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 \$22.43 to \$22.97. 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.

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

- (3) 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.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 9, 2011.

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.