

McKeag Bryan  
Form 4  
March 12, 2019

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McKeag Bryan

2. Issuer Name **and** Ticker or Trading  
Symbol  
HEARTLAND FINANCIAL USA  
INC [HTLF]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1398 CENTRAL AVE.  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2019

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

DUBUQUE, IA 52001

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              | 0                                                                    | D                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 16,573                                                               | I Trust <sup>(1)</sup>                  |
| Common<br>Stock                       | 03/11/2019                              |                                                             | M                                    | 625                                                                     | A \$<br>45.77                                                                                                      | 17,198                                                               | I Trust <sup>(1)</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)

number.

**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.<br>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.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (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. I<br>De<br>Sec<br>(In |                                        |
|-----------------------------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|--------------------------|----------------------------------------|
|                                                                             |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                    | Amount<br>or<br>Number<br>of<br>Shares |
| 2018<br>Time-Based<br>Restricted<br>Stock                                   | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                    | (3)                                                            | (3)                                                                 | Common<br>Stock          | 726                                    |
| 2018<br>Performance<br>Based<br>Restricted<br>Stock (3-year<br>performance) | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                    | (4)                                                            | (4)                                                                 | Common<br>Stock          | 1,453                                  |
| 2018<br>Performance<br>Based<br>Restricted<br>Stock (1-year<br>performance) | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                    | (5)                                                            | (5)                                                                 | Common<br>Stock          | 245 (6)                                |
| 2017<br>Time-Based<br>Restricted<br>Stock                                   | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                    | (7)                                                            | (7)                                                                 | Common<br>Stock          | 540                                    |
| 2017<br>Performance<br>Based<br>Restricted<br>Stock (3-year<br>performance) | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                    | (8)                                                            | (8)                                                                 | Common<br>Stock          | 810                                    |
| 2017<br>Performance<br>Based<br>Restricted                                  | (2)                                                                   |                                         |                                                             |                                         |                                                                                                                    | (9)                                                            | (9)                                                                 | Common<br>Stock          | 989                                    |

Stock (1-year  
performance)

2016

Performance

Based

Restricted

Stock (3-year  
performance)

2015

Time-Based

Restricted

Stock

2014

Time-Based

Restricted

Stock

2014

Time-Based

Restricted

Stock

(2)

(10)

(10)

Common  
Stock

842

(2)

(11)

(11)

Common  
Stock

625

(2)

(12)

(12)

Common  
Stock

625

(2)

03/11/2019

M

625

(12)

(12)

Common  
Stock

0

\$

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                         |       |
|--------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                        | Director      | 10% Owner | Officer                 | Other |
| McKeag Bryan<br>1398 CENTRAL AVE.<br>DUBUQUE, IA 52001 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Bryan  
McKeag

03/12/2019

\*\*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) These shares are held by Bryan R and Linda M McKeag Living Trust dated 02-18-2009
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) Of these restricted stock units, 1/3 vest on 3-6-2019, 1/3 vest on 3-6-2020, and 1/3 vest on 3-6-2021.
- (4) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (5) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (6) Reflects the forfeiture of 844 Performance Based Restricted Stock Units granted but not earned in 2018.

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- (7) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (8) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (9) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (10) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (11) Of these restricted stock units, 1/3 vest on 1-20-2018, 1/3 vest on 1-20-2019, and 1/3 vest on 1-20-2020.
- (12) Of these restricted stock units, 1/3 vest on 3-11-2017, 1/3 vest on 3-11-2018, and 1/3 vest on 3-11-2019.

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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