

BALDWIN ROBERT H B JR  
Form 4  
July 15, 2011

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BALDWIN ROBERT H B JR

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)  
07/13/2011

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

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

(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<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 (A)<br>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:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 07/13/2011                              |                                                             | M                                    |                                                                         | 26,263                                                                                                             | A                                                                       | \$ 5                                                              |
|                                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 507,717                                                           |
|                                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | D                                                                 |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 07/13/2011                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 26,263                                                                                                             | D                                                                       | \$<br>20.2057                                                     |
|                                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 481,454                                                           |
|                                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | D                                                                 |

Edgar Filing: BALDWIN ROBERT H B JR - Form 4

Common  
Stock, par  
value 07/14/2011 M 6,237 A \$ 5 487,691 D  
\$0.001 per  
share

Common  
Stock, par  
value 07/14/2011 S<sup>(1)</sup> 6,237 D \$ 20.2462 481,454 D <sup>(4)</sup>  
\$0.001 per <sup>(3)</sup>  
share

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)

**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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(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) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable Expiration<br>Date                         | Title Amount<br>or<br>Number<br>of Shares                           |
| Stock<br>Option<br>(right to<br>buy)                | \$ 5                                                               | 07/13/2011                              |                                                             | M                                    | 26,263                                                                                                       | 02/02/2002 02/02/2012                                          | Common<br>Stock 26,263                                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 5                                                               | 07/14/2011                              |                                                             | M                                    | 6,237                                                                                                        | 02/02/2002 02/02/2012                                          | Common<br>Stock 6,237                                               |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BALDWIN ROBERT H B JR  
C/O HEARTLAND PAYMENT SYSTEMS, INC.  
90 NASSAU STREET

President

PRINCETON, NJ 08542

## Signatures

/s/ Robert H.B.

07/15/2011

Baldwin, Jr.

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 11, 2011.  
  
This price is the weighted average price of the 26,263 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Issuer") sold ranged from \$20.05 to \$20.41. 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) This price is the weighted average price of the 6,237 shares sold. The prices actually paid for the shares of the Common Stock of the Issuer sold ranged from \$20.18 to \$20.35. 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.
- (3) The reporting person is the direct beneficial owner of 481,454 shares of common stock of the Issuer, excluding 141.26 shares of common stock of the Issuer held in the Issuer's 401(k) plan. The reporting person is also the indirect beneficial owner of 91,325 shares of common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004.
- (4) The reporting person disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.