HEARTLAND PAYMENT SYSTEMS INC
Form 4
December 29, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARR ROBERT O

(Last) (First) (Middle)

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

(Street)

PRINCETON, NJ 08542

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $.001 per share	12/23/2008		S[(1)]		25,900	D	$ 17.08 [(2)]	5,069,499	D [(3)]	
Common Stock, par value $.001 per share	12/23/2008		S[(1)]		1,000	D	$ 17.87 [(4)]	5,068,499	D [(3)]	
Common Stock, par	12/24/2008		S[(1)]		5,500	D	$ 16.86	5,062,999	D [(3)]	

value $.001 per share						(5)			
Common Stock, par value $.001 per share	12/26/2008		S(1)	10,500	D	$ 16.89 (6)	5,052,499 (7) (8)	D (3)	

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

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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 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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	X	Chairman of the Board and CEO	
CARR JILL C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542		X		

Signatures

/s/ Charles H.N. Kallenbach As Attorney-in-Fact	12/26/2008

**Signature of Reporting Person	Date
/s/ Charles H.N. Kallenbach As Attorney-in-Fact	12/26/2008
**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) On December 23, 2008, December 24, 2008 and December 26, 2008, in accordance with a 10b5-1 Trading Plan, Morgan Stanley & Co., Incorporated, a registered broker-dealer, sold on behalf of Mr. Robert O. Carr, 26,900, 5,500 and 10,500 shares, respectively, of the Common Stock of Heartland Payment Systems, Inc. (the "Company").

(2) This price is the weighted average price of the 25,900 shares sold. The prices actually paid for the shares of the Company's Common Stock sold ranged from $16.84 to $17.80. 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) This Form 4 is filed in connection with a joint/group filing consisting of Mr. Carr and Jill Carr, Mr. Carr's wife. Mrs. Carr's address is c/o Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, NJ 08542.

(4) This price is the weighted average price of the 1,000 shares sold. The prices actually paid for the shares of the Company's Common Stock sold ranged from $17.84 to $17.92. 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.

(5) This price is the weighted average price of the 5,500 shares sold. The prices actually paid for the shares of the Company's Common Stock sold ranged from $16.64 to $17.05. 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.

(6) This price is the weighted average price of the 10,500 shares sold. The prices actually paid for the shares of the Company's Common Stock sold ranged from $16.68 to $17.10. 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.

(7) After the sales, Mr. and Mrs. Carr beneficially own 5,052,499 shares of the Company's Common Stock and have a fully vested option to purchase an additional 125,000 shares of the Company's Common Stock.

(8) Mr. and Mrs. Carr's indirect beneficial ownership consists of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust and 443,501 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting persons are 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.