

CARR ROBERT O

Form 4

April 23, 2009

**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  
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response... 0.5

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/22/2009

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman of the Board & CEO

(Street)  
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<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>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>\$.001 per<br>share | 04/22/2009                              |                                                             | S <sup>(1)</sup>                     |                                                                     | 37,260                                                                                                             | D                                                                       | \$<br>8.18<br><sup>(2)</sup>                                      |
|                                                      |                                         |                                                             |                                      |                                                                     | 277,691                                                                                                            |                                                                         | <sup>(3)</sup><br><sup>(4)</sup>                                  |
|                                                      |                                         |                                                             |                                      |                                                                     |                                                                                                                    | I                                                                       | <sup>(5)</sup>                                                    |

By The  
Robert O.  
Carr 2000  
Irrevocable  
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**

SEC 1474  
(9-02)

**displays a currently valid OMB control 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. 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<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships |              |                                |                       |
|----------------------------------------------------------------------------------------------------|---------------|--------------|--------------------------------|-----------------------|
|                                                                                                    | Director      | 10%<br>Owner | Officer                        | Other                 |
| CARR ROBERT O<br>C/O HEARTLAND PAYMENT SYSTEMS,<br>INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542 | X             |              | Chairman of the Board &<br>CEO |                       |
| CARR JILL<br>C/O HEARTLAND PAYMENT SYSTEMS,<br>INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542     |               |              |                                | Robert Carr's<br>wife |

## Signatures

/s/ Charles H.N. Kallenbach As  
Attorney-in-Fact 04/23/2009

\_\_Signature of Reporting Person

Date

/s/ Charles H.N. Kallenbach As  
Attorney-in-Fact 04/23/2009

\_\_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 dispositions of Common Stock of Heartland Payment Systems, Inc. (the "Company") were effected by the trustee of The Robert O. Carr 2000 Irrevocable Trust for Emily Carr (see note 5 below) to meet certain guarantee obligations relating to the unpaid balance of the previously disclosed loan of Robert O. Carr and his wife Jill A. Carr. The total number of shares reported as sold on this Form 4 is 37,260. The loan has been paid in full.

(2) This price is the weighted average price of the 37,260 shares sold. The prices actually paid for the shares of the Company's Common Stock sold ranged from \$7.75 to \$8.39. 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) Mr. and Mrs. Carr have a fully vested option to purchase an additional 125,000 shares of the Company's Common Stock.

(4) 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.

(5) 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 277,691 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.