

HEARTLAND PAYMENT SYSTEMS INC

Form 4

June 18, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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

(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
SymbolHEARTLAND PAYMENT
SYSTEMS INC [HPY]3. Date of Earliest Transaction
(Month/Day/Year)

06/18/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ 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
☒ 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(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock, par value \$.001 per share	06/18/2008		J ⁽¹⁾	V 16,584 D \$ 0	2,088,816 ⁽²⁾ ^{(3) (4)}	I ⁽⁵⁾	The Jill A. Carr Irrevocable Trust for Hilary Holland Carr

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

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(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 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 Own 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/ Robert O.
Carr 06/18/2008

 **Signature of
Reporting Person Date

/s/ Jill A. Carr 06/18/2008

 **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 June 18, 2008, The Jill A. Carr Irrevocable Trust for Hilary Holland Carr distributed 16,584 shares of Common Stock of the Company to its beneficiary, Hilary Holland Carr. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be

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deemed an admission that the reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (2) After the distribution, 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 (See Footnote 3);
463,501 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 267,503 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 420,989 shares held by The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr; 144,074 shares held by The Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols; 144,994 shares held by The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 247,755 shares held by The Jill A. Carr Irrevocable Trust for Hilary Holland 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.
- (3)
- (4) Mr. Carr and Mrs. Carr directly own 5,835,399 shares of Common Stock of the Company and have a fully vested option to purchase an additional 125,000 shares of Common Stock of the Company.
- (5) 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

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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