

HEARTLAND FINANCIAL USA INC
 Form 4/A
 July 21, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Saylor Kurt

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)
 05/02/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

DUBUQUE, IA 52001
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/15/2016

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 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/02/2016		S	3,550 D \$ 33.47	438,449 ⁽¹⁾	I	Trust ⁽²⁾
Common Stock	05/02/2016		S	1,450 D \$ 33.47	178,998 ⁽¹⁾	I	Wife's Trust ⁽³⁾
Common Stock	05/02/2016		S	5,325 D \$ 33.61	433,124 ⁽¹⁾	I	Trust ⁽²⁾
Common Stock	05/02/2016		S	2,175 D \$ 33.61	176,823 ⁽¹⁾	I	Wife's Trust ⁽³⁾
Common Stock	05/09/2016		S	400 D \$ 33.66	432,724 ⁽¹⁾	I	Trust ⁽²⁾

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Common Stock	05/09/2016	S	400	D	\$ 33.66	176,423 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/09/2016	S	3,550	D	\$ 33.83	429,174 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/09/2016	S	1,450	D	\$ 33.83	174,973 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/10/2016	S	4,925	D	\$ 33.85	424,249 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/10/2016	S	1,775	D	\$ 33.85	173,198 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/16/2016	S	5,325	D	\$ 33.68	418,924 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/16/2016	S	2,175	D	\$ 33.68	171,023 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/16/2016	S	3,550	D	\$ 33.82	415,374 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/16/2016	S	1,450	D	\$ 33.82	169,573 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/23/2016	S	5,325	D	\$ 33.86	410,049 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/23/2016	S	2,175	D	\$ 33.86	167,398 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/23/2016	S	1,562	D	\$ 33.85	408,487 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/23/2016	S	638	D	\$ 33.85	166,760 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/24/2016	S	1,988	D	\$ 33.98	406,499 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/24/2016	S	812	D	\$ 33.98	165,948 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/25/2016	S	1,065	D	\$ 34.95	405,434 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/25/2016	S	435	D	\$ 34.95	165,513 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/26/2016	S	2,053	D	\$ 34.95	403,381 <u>(1)</u>	I	Trust <u>(2)</u>
Common Stock	05/26/2016	S	1,063	D	\$ 34.94	164,450 <u>(1)</u>	I	Wife's Trust <u>(3)</u>
Common Stock	05/27/2016	S	3,547	D	\$ 34.95	399,834 <u>(1)</u>	I	Trust <u>(2)</u>
	05/27/2016	S	1,837	D		162,613 <u>(1)</u>	I	

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Common Stock					\$ 34.95			Wife's Trust ⁽³⁾
Common Stock	05/31/2016	S	7,100	D	\$ 35.08	392,734 ⁽¹⁾	I	Trust ⁽²⁾
Common Stock	05/31/2016	S	2,900	D	\$ 35.08	159,713 ⁽¹⁾	I	Wife's Trust ⁽³⁾
Common Stock	05/31/2016	S	2,486	D	\$ 35.07	390,248 ⁽¹⁾	I	Trust ⁽²⁾
Common Stock	05/31/2016	S	1,015	D	\$ 35.07	158,698 ⁽¹⁾	I	Wife's Trust ⁽³⁾

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

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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. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
2014 Time-Based Restricted Stock	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	1,075
2014 Performance Based Restricted Stock	<u>(4)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	1,030
2015 Time-Based Restricted Stock	<u>(4)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	1,350

2015 Performance Based Restricted Stock	(4)	(8)	(8)	Common Stock	995
2016 Time-Based Restricted Stock	(4)	(9)	(9)	Common Stock	1,000
2016 Performance Based Restricted Stock (1-year performance)	(4)	(10)	(10)	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Saylor Kurt 1398 CENTRAL AVE DUBUQUE, IA 52001	X			

Signatures

/s/ Kurt Saylor 07/21/2016

**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) Shares sold pursuant to 10b5-1 Plan effective April 27, 2016
- (2) Shares held by Kurt M. Saylor Trust dated 1/6/1998 for which the Reporting Person acts as trustee.
- (3) Shares held by Melissa J. Saylor Trust dated 1/6/1998 for which the Reporting Person's wife acts as trustee.
- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (5) 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.
- (6) These restricted stock units vest on 12-31-2016 if certain performance measures are achieved by the Issuer.
- (7) 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.
- (8) These restricted stock units vest on 12-31-2017 if certain performance measures are achieved by the Issuer.
- (9) Of these restricted stock units, 1/3 vest on 1-19-2017, 1/3 vest on 1-19-2018, and 1/3 vest on 1-19-2019.
- (10) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.

Remarks:

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This report is the first of two Form 4/A report filings reflecting sales of the Issuer's common stock by the Reporting Person ma

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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