

BALDWIN ROBERT H B JR
Form 4
April 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

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(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)
04/13/2011

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
President and CFO

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 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)
Common Stock, par value \$0.001 per share	04/13/2011		M	5,000	A \$ 5	482,389	D
Common Stock, par value \$0.001 per share	04/13/2011		S ⁽¹⁾	5,000	D \$ (2)	17.0212 477,389	D

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Common
Stock, par
value \$0.001 per
share

04/14/2011

M 7,500 A \$ 5 484,889 D

Common
Stock, par
value \$0.001 per
share

04/14/2011

S⁽¹⁾ 7,500 D \$ 17.5081 477,389 D ⁽⁴⁾
⁽³⁾

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

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(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)	Amount or Number of Shares
Stock Option(right to buy)	\$ 5	04/13/2011		M	5,000	02/02/2002 02/02/2012	Common Stock	5,000
Stock Option(right to buy)	\$ 5	04/14/2011		M	7,500	02/02/2002 02/02/2012	Common Stock	7,500

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
PRINCETON, NJ 08542

President and CFO

Signatures

/s/ Robert H.B.
Baldwin, Jr.

04/15/2011

__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 Robert H.B. Baldwin, Jr. on March 11, 2011.
- This price is the weighted average price of the 5,000 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Company") sold ranged from \$16.95 to \$17.20. Robert H.B. Baldwin, Jr. will provide to the
- (2) Company, any security holder of the Company or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
- This price is the weighted average price of the 7,500 shares sold. The prices actually paid for the shares of the Common Stock of the
- (3) Company sold ranged from \$17.50 to \$17.53. Robert H.B. Baldwin, Jr. will provide to the Company, any security holder of the Company or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
- Robert H.B. Baldwin, Jr. also beneficially owns 140.97 shares of Common Stock held in the Company's 401(k) plan. Mr. Baldwin is also the indirect beneficial owner of 91,325 shares of Common Stock which are held by the Margaret J. Sieck and Whitney H. Baldwin as
- (4) Trustees for an Indenture created June 30, 2004. Mr. Baldwin disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be an admission that Mr. Baldwin 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.

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