

BALDWIN ROBERT H B JR
Form 4
May 04, 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)
05/02/2011

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

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	05/02/2011		M	998	A \$ 5	478,387	D
Common Stock, par value \$0.001 per share	05/02/2011		S ⁽¹⁾	998	D \$ (2)	20.0172 477,389	D

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Common
Stock, par
value 05/04/2011 M 19,002 A \$ 5 496,391 D
\$0.001 per
share

Common
Stock, par
value 05/04/2011 S⁽¹⁾ 19,002 D \$ 20.1654 477,389 D ⁽⁴⁾
\$0.001 per ⁽³⁾
share

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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5	05/02/2011		M		998		02/02/2002	02/02/2012	Common Stock	998
Stock Option (right to buy)	\$ 5	05/04/2011		M		19,002		02/02/2002	02/02/2012	Common Stock	19,002

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

President

PRINCETON, NJ 08542

Signatures

/s/ Robert H.B.

05/04/2011

Baldwin, Jr.

__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 998 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Company") sold ranged from \$20 to \$20.05. 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.
- (2) This price is the weighted average price of the 19,002 shares sold. The prices actually paid for the shares of the Common Stock of the Company sold ranged from \$20 to \$20.96. 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.
- (3) 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 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 deemed an admission that Mr. Baldwin is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4)

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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