

HEARTLAND PAYMENT SYSTEMS INC

Form 4

September 04, 2008

**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 \*  
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  
Symbol  
HEARTLAND PAYMENT  
SYSTEMS INC [HPY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/02/2008

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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) 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: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$.001<br>per share | 09/02/2008                              |                                                             | S <sup>(1)</sup>                        | 55,700 D                                                                | \$<br>22.82<br>(2)                                                                                                 | 5,699,699                                                            | D <sup>(3)</sup>                                                  |
| Common<br>Stock, par<br>value \$.001<br>per share | 09/03/2008                              |                                                             | S <sup>(1)</sup>                        | 24,300 D                                                                | \$<br>22.96<br>(4)                                                                                                 | 5,675,399 <sup>(5)</sup><br>(6)                                      | D <sup>(3)</sup>                                                  |

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

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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<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. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | 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% Owner | Officer                       | Other |
| CARR ROBERT O<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542 | X             | X         | Chairman of the Board and CEO |       |
| CARR JILL<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542     |               | X         |                               |       |

## Signatures

/s/ Robert H.B. Baldwin, Jr. As Attorney  
in Fact 09/03/2008

\_\_Signature of Reporting Person Date

/s/ Robert H.B. Baldwin, Jr. As Attorney  
in Fact 09/03/2008

\_\_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).

## Edgar Filing: HEARTLAND PAYMENT SYSTEMS INC - Form 4

- On September 2, 2008 and September 3, 2008, in accordance with a 10b5-1 Trading Plan, Morgan Stanley & Co., Incorporated, a
- (1) registered broker-dealer, sold on behalf of Mr. Robert O. Carr, 55,700 and 24,300 shares, respectively, of the Common Stock of Heartland Payment Systems, Inc. (the "Company").
- This price is the weighted average price of the 55,700 shares sold. The prices actually paid for the shares of the Company's Common
- (2) Stock sold ranged from \$22.25 to \$23.03. 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) 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.
- This price is the weighted average price of the 24,300 shares sold. The prices actually paid for the shares of the Company's Common
- (4) Stock sold ranged from \$22.85 to \$23.07. 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.
- (5) After the sales, Mr. and Mrs. Carr beneficially own 5,675,399 shares of the Company's Common Stock and have a fully vested option to purchase an additional 125,000 shares of the Company's Common Stock.
- 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; 443,501 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 247,503 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 400,989 shares held by The Robert O. Carr 2000 Irrevocable
- (6) 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.

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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