### BALDWIN ROBERT H B JR

Form 4

share

September 25, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL		
									OMMISSION	OMB Number:	3235-028
Check th								Expires:	January 31		
if no lon subject t Section Form 4 o Form 5		SEC	UF	RITIES		NERSHIP OF	Estimated average burden hours per response (				
obligation may con See Instruction 1(b).	Section 17(	(a) of the l	Public U	Itility I	Hol		npan	y Act of	e Act of 1934, 1935 or Section 0		
(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)						Director _X_ Officer (give t	title Othe	Owner er (specify
	TLAND PAYME , INC., 90 NASSA		09/24/2		<b>u</b> )				below) Vic	below) e Chairman	
PRINCETO	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				
(City)	(State)	(Zip)							Person		
•	, ,	•			on-l			_	uired, Disposed of,		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	n Date, if Transaction Code			4. Securiti nor Dispose (Instr. 3, 4	ed of (land 5	D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Stock, par value \$0.001 per share	09/18/2012			G	V	10,000	D	\$0	516,410	D	
Common Stock, par value \$0.001 per	09/24/2012			M		5,000	A	\$ 8.88	521,410	D	

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Common

Stock, par

 $S^{(1)}$ 32.4886 516,410  $D^{(3)}$ value 09/24/2012 5,000 D

(2) \$0.001 per share

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

> 8.1 De Sec (In

5,000

Stock

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)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number proof 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)		88 II S ((	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option	¢	00/24/2012		М	5,000	(4)	05/11/2014	Common	5,000		

M

5,000

(4)

05/11/2014

# **Reporting Owners**

\$ 8.88

(right to

buy)

09/24/2012

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

BALDWIN ROBERT H B JR Vice C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET Chairman

PRINCETON, NJ 08542

## **Signatures**

/s/ Robert H.B. 09/25/2012 Baldwin, Jr.

\*\*Signature of Reporting Date Person

Reporting Owners 2

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### **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 the reporting person on September 12, 2012.
- 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 "Issuer") sold ranged from \$32.42 to \$32.71. 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.
  - The reporting person is the direct beneficial owner of 516,410 shares of common stock of the Issuer, excluding 142.62 shares of common stock of the Issuer held in the Issuer's 401(k) plan. The reporting person is also the indirect beneficial owner of 91,325 shares of common
- (3) stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004. The reporting person disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4) The option vests in four equal annual installments beginning on May 11, 2010. As of the date of this filing, 71,475 options have vested and 23,825 options remain unvested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.