

FOX BRIAN
Form 4
January 23, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOX BRIAN

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)
01/19/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Operations

DUBUQUE, IA 52001

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 10,449.8689 (1) | I | Trust (2) |
| Common Stock | 01/22/2018 | | M | 345 A \$ 55.55 | 10,794.8689 (1) | I | Trust (2) |
| Common Stock | 01/20/2018 | | M | 401 A \$ 55.5 | 11,195.8689 (1) | I | Trust (2) |
| Common Stock | 01/19/2018 | | M | 281 A \$ 55.5 | 11,476.8689 (1) | I | Trust (2) |
| Common Stock | 01/19/2018 | | M | 192 A \$ 55.5 | 11,668.8689 (1) | I | Trust (2) |

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Common Stock 2,000 D ⁽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) | 8. I | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2017 Time-Based Restricted Stock | (4) | | | | | (5) | (5) | Common Stock | 896 |
| 2017 Time-Based Restricted Stock | (4) | 01/19/2018 | | F | 299 | (5) | (5) | Common Stock | 597 |
| 2017 Performance Based Restricted Stock (3-year performance) | (4) | | | | | (6) | (6) | Common Stock | 447 |
| 2017 Performance Based Restricted Stock (1-year performance) | (4) | | | | | (7) | (7) | Common Stock | 547 |
| 2016 Time-Based Restricted Stock | (4) | | | | | (8) | (8) | Common Stock | 877 |

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Stock

2016

Time-Based
Restricted
Stock

(4)

01/19/2018

F

438

(8)

(8)

Common
Stock

439

\$

2016

Performance
Based
Restricted
Stock (3-year
performance)

(4)

(9)

(9)

Common
Stock

1,453

2016

Performance
Based
Restricted
Stock (1-year
performance)

(4)

(10)

(10)

Common
Stock

698

2015

Time-Based
Restricted
Stock

(4)

(11)

(11)

Common
Stock

1,750

2015

Time-Based
Restricted
Stock

(4)

01/20/2018

F

583

(11)

(11)

Common
Stock

1,167

\$

2014

Time-Based
Restricted
Stock

(4)

(12)

(12)

Common
Stock

980

2013

Time-Based
Restricted
Stock

(4)

(13)

(13)

Common
Stock

490

2013

Time-Based
Restricted
Stock

(4)

01/19/2018

F

490

(13)

(13)

Common
Stock

0

\$

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX BRIAN 1398 CENTRAL AVE DUBUQUE, IA 52001 | | | EVP, Operations | |

Signatures

/s/ Brian Fox

01/23/2018

**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) These shares participate in a Dividend Reinvestment Plan.
- (2) These shares held by Fox Revocable Trust dated 11/19/2001, Brian J Fox and Brenda J Fox, Trustees
- (3) These shares are held in an IRA.
- (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 in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (6) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (7) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (8) 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.
- (9) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (10) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (11) 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.
- (12) 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.
- (13) Of these restricted stock units, 1/3 vest on 1-22-2016, 1/3 vest on 1-22-2017, and 1/3 vest on 1-22-2018.

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.