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HEARTLAND PAYMENT SYSTEMS INC

Form 4 June 09, 2015

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Kallenbach Charles

HEARTLAND PAYMENT SYSTEMS INC [HPY]

(Check all applicable)

(Last)

(City)

(First)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction

Director 10% Owner Other (specify X_ Officer (give title

90 NASSAU STREET, 2ND

FLOOR

(Month/Day/Year)

below)

06/05/2015

Chief Legal Officer, GC & Sec.

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

PRINCETON, NJ 08542

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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	06/05/2015		M	22,500	A	\$ 15.22	41,451	D	
Common Stock	06/05/2015		S	13,669 (1)	D	\$ 53.28 (2)	27,782	D	

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

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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. Transactic Code (Instr. 8)	TransactiorDerivative Code Securities		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)	\$ 15.22	06/05/2015		M	22,500	(3)	07/22/2015	Common Stock	22,500	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kallenbach Charles 90 NASSAU STREET, 2ND FLOOR PRINCETON, NJ 08542

Chief Legal Officer, GC & Sec.

Signatures

Edythe Katz Nipper, Attorney in Fact

06/09/2015

**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) Shares were sold by the reporting person, solely to satisfy withholding tax obligations and the exercise price arising from the exercise of the options described in this Form 4.
- This price is the weighted average price of the 13,669 shares of Heartland Payment Systems, Inc. (the "Issuer") common stock sold. The prices actually paid for the shares of the Issuers common stock sold ranged from \$53.22 to \$53.40. 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) The reporting person was granted 45,000 options on July 22, 2010. The option vested in four equal annual installments beginning on July 22, 2011.

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.

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