

CONLAN JAMES F
Form 4
May 18, 2012

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 *
CONLAN JAMES F

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)
05/17/2012

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

DUBUQUE, IA 52001

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/17/2012		G	1,000 D \$ 0	0 ⁽⁷⁾	D	⁽³⁾
Common Stock	05/17/2012		A	1,000 A \$ 0	21,449 ⁽⁶⁾	D	⁽³⁾
Common Stock					225,602	I	Spouse's Trust ⁽¹⁾ ⁽²⁾
Common Stock	05/17/2012		G	500 A \$ 0	42,892	I	Trust ⁽¹⁾ ⁽⁴⁾
Common Stock	05/17/2012		G	500 A \$ 0	42,891	I	Trust ⁽¹⁾ ⁽⁵⁾

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- (6) Includes 1,000 shares of Restricted Stock Units granted under the 2012 Long-Term Incentive Plan. These shares are subject to a one (1) year vesting schedule.
- (7) Double-line entry - see next line for total.

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.