

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 December 30, 2015

FORM 4

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

OMB APPROVAL

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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 *
 Kallenbach Charles

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)
 90 NASSAU STREET, 2ND FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/22/2015

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Legal Officer, GC & Sec.

PRINCETON, NJ 08542

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/22/2015		J ⁽¹⁾	4,167 A	\$ 0 39,839	D	
Common Stock	12/22/2015		F	1,921 D	\$ 95.72 37,918	D	

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

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and the Issuer's Board of Directors approved the acceleration of the vesting and settlement of certain equity awards held by the reporting person to December 22, 2015 for purposes of mitigating the effects of Sections 280G and 4999 of the Code in connection with the transactions contemplated by the Merger Agreement, including the vesting of 715 performance share units granted in December 2012.

- (2) Each vested restricted stock unit was the economic equivalent of one share of the Issuer's common stock. The reporting person settled the vested restricted stock units for shares of the Issuer's common stock.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock.
- (4) The restricted stock units vest in four equal annual installments beginning December 10, 2013. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (5) The restricted stock units vest in four equal annual installments beginning December 6, 2014. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.
- (6) The restricted stock units vest in four equal annual installments beginning December 19, 2015. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock units.
- (7) The restricted stock units vest in four equal annual installments beginning December 11, 2016. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.

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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