

Brown Sanford C
Form 4
March 04, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Sanford C

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)
03/02/2009

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Chief Sales Officer

C/O HEARTLAND PAYMENT
SYSTEMS, INC., 90 NASSAU
STREET

(Street)

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

PRINCETON, NJ 08542

(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)
Common Stock, par value \$0.001 per share	03/02/2009		S ⁽¹⁾	30,000	D \$ 5.02 (2)	50,770	D
Common Stock, par value \$0.001 per share	03/03/2009		S ⁽¹⁾	15,000	D \$ 4.99 (3)	35,770	D

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brown Sanford C
C/O HEARTLAND PAYMENT SYSTEMS, INC.
90 NASSAU STREET
PRINCETON, NJ 08542

Chief Sales Officer

Signatures

/s/ Sanford C.
Brown 03/04/2009

__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).

The dispositions of Common Stock of Heartland Payment Systems, Inc. were effected pursuant to forced sales by a financial institution to
(1) meet obligations under a loan for which the shares were pledged as security. The total number of shares reported as sold on this Form 4 is 45,000.

This price is the weighted average price of the 30,000 shares sold. The prices actually paid for the shares of the Company's Common
(2) Stock sold ranged from \$4.95 to \$5.48. 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)

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This price is the weighted average price of the 15,000 shares sold. The prices actually paid for the shares of the Company's Common Stock sold ranged from \$4.95 to \$5.08. 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.

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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