

BALDWIN ROBERT H B JR
 Form 4
 May 04, 2011

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 *
 BALDWIN ROBERT H B JR

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2011

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

(Street)
 PRINCETON, NJ 08542

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.001 per share	05/02/2011		M	998	A	\$ 5	478,387	D
Common Stock, par value \$0.001 per share	05/02/2011		S ⁽¹⁾	998	D	\$ 20.0172 <u>(2)</u>	477,389	D

Common Stock, par value \$0.001 per share	05/04/2011	M	19,002	A	\$ 5	496,391	D
Common Stock, par value \$0.001 per share	05/04/2011	S ⁽¹⁾	19,002	D	\$ 20.1654 <u>(3)</u>	477,389	D ⁽⁴⁾

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 5	05/02/2011		M	998	02/02/2002	02/02/2012	Common Stock	998
Stock Option (right to buy)	\$ 5	05/04/2011		M	19,002	02/02/2002	02/02/2012	Common Stock	19,002

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BALDWIN ROBERT H B JR
C/O HEARTLAND PAYMENT SYSTEMS, INC.
90 NASSAU STREET

President

PRINCETON, NJ 08542

Signatures

/s/ Robert H.B.

05/04/2011

Baldwin, Jr.

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Robert H.B. Baldwin, Jr. on March 11, 2011.

This price is the weighted average price of the 998 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Company") sold ranged from \$20 to \$20.05. Robert H.B. Baldwin, Jr. will provide to the Company, any security holder of the Company or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
- (2) This price is the weighted average price of the 19,002 shares sold. The prices actually paid for the shares of the Common Stock of the Company sold ranged from \$20 to \$20.96. Robert H.B. Baldwin, Jr. will provide to the Company, any security holder of the Company or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
- (3) Robert H.B. Baldwin, Jr. also beneficially owns 140.97 shares of Common Stock held in the Company's 401(k) plan. Mr. Baldwin is also the indirect beneficial owner of 91,325 shares of Common Stock which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004. Mr. Baldwin disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be deemed an admission that Mr. Baldwin is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (4)

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.