

PALMER JONATHAN J
 Form 4/A
 August 08, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 PALMER JONATHAN J

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)
 05/11/2009

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/21/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$0.001 per share	08/06/2012		M	5,000	A	\$ 27.4	41,719 D
Common Stock, par value \$0.001 per share	08/06/2012		M	5,000	A	\$ 18	46,719 D

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Common Stock, par value \$0.001 per share	08/06/2012	M	3,750	A	\$ 8.88	50,469	D
Common Stock, par value \$0.001 per share	08/06/2012	M	5,000	A	\$ 12.16	55,469	D
Common Stock, par value \$0.001 per share	08/06/2012	S	18,750	D	\$ 30.9385 <u>(1)</u>	36,719	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 8.88	05/11/2009		A	5,000	<u>(2)</u>	05/11/2014	Common Stock	5,000
Stock Option (right to buy)	\$ 27.4	08/06/2012		M	5,000	12/20/2007	12/20/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 18	08/06/2012		M	5,000	11/05/2008	11/05/2013	Common Stock	5,000

Stock Option (right to buy)	\$ 8.88	08/06/2012	M	3,750	<u>(2)</u>	05/11/2014	Common Stock	3,750
Stock Option (right to buy)	\$ 12.16	08/06/2012	M	5,000	11/06/2009	11/06/2014	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMER JONATHAN J C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X			

Signatures

/s/ Jonathan J. Palmer 08/08/2012

__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) This price is the weighted average price of the 18,750 shares of Heartland Payment Systems, Inc.'s common stock sold. The prices actually paid for the shares of the Issuer's common stock sold ranged from 30.85 to \$31.1025. 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.
- (2) The stock options granted on May 11, 2009 and disclosed in the Form 4 filed on April 21, 2010 vest in four equal annual installments beginning on the first anniversary of the date of grant. As of the date of this filing, 3,750 of the options have vested and 1,250 of the options remain unvested.

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.