

BALDWIN ROBERT H B JR  
Form 4  
April 15, 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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/13/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President and CFO

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)  
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock, par value \$0.001 per share | 04/13/2011                           |  | M                              | 5,000   | A \$ 5  | 482,389  | D  |
| Common Stock, par value \$0.001 per share | 04/13/2011                           |  | S <sup>(1)</sup>               | 5,000   | D \$ 17.0212  | 477,389  | D  |
|   |                                      |  |                                |   | (2)   |  |  |

|   |            |                         |       |   |                             |         |                  |
|---|------------|-------------------------|-------|---|-----------------------------|---------|------------------|
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 04/14/2011 | M                       | 7,500 | A | \$ 5                        | 484,889 | D                |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 04/14/2011 | <u>S</u> <sup>(1)</sup> | 7,500 | D | \$<br>17.5081<br><u>(3)</u> | 477,389 | D <sup>(4)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |  |
|---|--|---|---|--------------------------------------|---|--|---|--|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                  |  |
| Stock<br>Option(right<br>to buy)                    | \$ 5   | 04/13/2011                              |   | M                                    | 5,000   | 02/02/2002 02/02/2012  | Common<br>Stock   | 5,000                                  |  |
| Stock<br>Option(right<br>to buy)                    | \$ 5   | 04/14/2011                              |   | M                                    | 7,500   | 02/02/2002 02/02/2012  | Common<br>Stock   | 7,500                                  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| BALDWIN ROBERT H B JR<br>C/O HEARTLAND PAYMENT SYSTEMS, INC.<br>90 NASSAU STREET<br>PRINCETON, NJ 08542 |               |           | President and CFO |       |

## Signatures

/s/ Robert H.B.  
Baldwin, Jr.

04/15/2011

\_\_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 5,000 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Company") sold ranged from \$16.95 to \$17.20. 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 7,500 shares sold. The prices actually paid for the shares of the Common Stock of the Company sold ranged from \$17.50 to \$17.53. 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 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.