

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 August 18, 2008

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 *
CARR ROBERT O

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)
08/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$.001 per share	08/14/2008		S ⁽¹⁾	100 D \$ 23.2	2,047,316	I ⁽²⁾	See Footnote ⁽³⁾
Common Stock, par value \$.001 per share	08/14/2008		S ⁽¹⁾	800 D \$ 23.21	2,046,516	I ⁽²⁾	See Footnote ⁽⁴⁾
Common Stock, par	08/14/2008		S ⁽¹⁾	600 D \$ 23.22	2,045,916	I ⁽²⁾	See Footnote

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value \$.001 per share								<u>(5)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	300	D	\$ 23.23	2,045,616	I <u>(2)</u>	See Footnote <u>(6)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	200	D	\$ 23.24	2,045,416	I <u>(2)</u>	See Footnote <u>(7)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	100	D	\$ 23.25	2,045,316	I <u>(2)</u>	See Footnote <u>(8)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	300	D	\$ 23.28	2,045,016	I <u>(2)</u>	See Footnote <u>(9)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	100	D	\$ 23.29	2,044,916	I <u>(2)</u>	See Footnote <u>(10)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	200	D	\$ 23.31	2,044,716	I <u>(2)</u>	See Footnote <u>(11)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	200	D	\$ 23.37	2,044,516	I <u>(2)</u>	See Footnote <u>(12)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	100	D	\$ 23.39	2,044,416	I <u>(2)</u>	See Footnote <u>(13)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	3,100	D	\$ 23.4	2,041,316	I <u>(2)</u>	See Footnote <u>(14)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	600	D	\$ 23.41	2,040,716	I <u>(2)</u>	See Footnote <u>(15)</u>
Common Stock, par value \$.001	08/14/2008	<u>S</u> ⁽¹⁾	2,096	D	\$ 23.42	2,038,620	I <u>(2)</u>	See Footnote <u>(16)</u>

per share

Common Stock, par value \$.001 per share	08/14/2008	S ⁽¹⁾	200	D	\$ 23.43	2,038,420	I ⁽²⁾	See Footnote (17)
Common Stock, par value \$.001 per share	08/14/2008	S ⁽¹⁾	400	D	\$ 23.48	2,038,020	I ⁽²⁾	See Footnote (18)
Common Stock, par value \$.001 per share	08/14/2008	S ⁽¹⁾	100	D	\$ 23.49	2,037,920	I ⁽²⁾	See Footnote (19)
Common Stock, par value \$.001 per share	08/14/2008	S ⁽¹⁾	900	D	\$ 23.5	2,037,020 ⁽²¹⁾ <u>(22)</u>	I ⁽²⁾	See Footnote (20)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chairman of the Board and CEO	

CARR ROBERT O
 C/O HEARTLAND PAYMENT SYSTEMS, INC.
 90 NASSAU STREET
 PRINCETON, NJ 08542

CARR JILL
 C/O HEARTLAND PAYMENT SYSTEMS, INC.
 90 NASSAU STREET
 PRINCETON, NJ 08542

X

Signatures

/s/ Charles H.N. Kallenbach As Attorney
 in Fact 08/18/2008

__Signature of Reporting Person Date

/s/ Charles H.N. Kallenbach As Attorney
 in Fact 08/18/2008

__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) On August 14, 2008, each of The Robert O. Carr Irrevocable Trust for Kelly Carr and The Robert O. Carr Irrevocable Trust for Ryan Carr sold 3,465 shares, respectively, and The Robert O. Carr Irrevocable Trust for Emily Carr sold 3,466 shares of Common Stock of the Company through Morgan Stanley & Co., Incorporated, a registered broker-dealer. These sales were made pursuant to agreements executed on August 8, 2008 between Marc Ostro, as trustee and Morgan Stanley & Co., Incorporated for the sale of 20,000 shares of the Company's Common Stock pursuant to Rule 144 from each of the above mentioned trusts. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

(2) This Form 4 is filed in connection with a joint/group filing consisting of Mr. Carr and Jill Carr, Mr. Carr's wife. Mrs. Carr's address is c/o Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, NJ 08542.

(3) 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(4) 267 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 267 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 266 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(5) 200 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 200 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 200 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(6) 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(7) 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(8) 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(9) 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

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- 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 200 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 201 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 199 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 698 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 698 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 700 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 133 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 133 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 134 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- 300 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 300 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 300 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.
- After the sales, Mr. and Mrs. Carr's indirect beneficial ownership consists of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 446,235 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 250,238 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 403,724 shares held by The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr; 144,074 shares held by The Jill A. Carr 2000 Irrevocable Trust for Corriisa Nichols; 144,994 shares held by The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 247,755 shares held by The Jill A. Carr Irrevocable Trust for Hilary Holland Carr. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- Mr. Carr and Mrs. Carr directly own 5,835,399 shares of Common Stock of the Company and have a fully vested option to purchase an additional 125,000 shares of Common Stock of the Company.

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.