

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

PALMER JONATHAN J

CIK: **1331596**

Type: **4** | Act: **34** | File No.: **001-32594** | Film No.: **13852347**

Mailing Address
*C/O DORSEY & WHITNEY
LLP, 250 PARK AVE
NEW YORK NY 10177*

ISSUER

HEARTLAND PAYMENT SYSTEMS INC

CIK: **1144354** | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7389** Business services, nec

Mailing Address
*90 NASSAU STREET, 2ND
FLOOR
PRINCETON NJ 08542*

Business Address
*90 NASSAU STREET, 2ND
FLOOR
PRINCETON NJ 08542
6096833850*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) 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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock, par value \$0.001 per share	05/14/2013		M		1,250	A	\$8.88	36,195	D	
Common Stock, par value \$0.001 per share	05/14/2013		M		2,916	A	\$16.4	39,111	D	
Common Stock, par value \$0.001 per share	05/14/2013		S		4,166	D	\$32.03 ⁽¹⁾	34,945	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$8.88	05/14/2013		M		1,250		05/11/2009	05/11/2014	Common Stock	1,250	0	0	D	

(right to buy) (2)															
Stock Option (right to buy) (2)	\$16.4	05/14/2013		<u>M</u>		2,916	12/10/2010	12/10/2015	Common Stock	2,916	\$ 0	0	D		

Explanation of Responses:

1. This price is the weighted average price of the shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Issuer") sold ranged from \$32.02 to \$32.06. 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 option was granted under Issuer's 2008 Equity Incentive Plan.

Signatures

/s/ Edythe K. Nipper, Attorney in Fact

** Signature of Reporting Person

05/15/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.