

PALMER JONATHAN J  
 Form 4/A  
 August 08, 2012

**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 \*  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
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	08/06/2012	M	3,750	A	\$ 8.88	50,469	D
\$0.001 per share							
Common Stock, par value	08/06/2012	M	5,000	A	\$ 12.16	55,469	D
\$0.001 per share							
Common Stock, par value	08/06/2012	S	18,750	D	\$ 30.9385 <u>(1)</u>	36,719	D
\$0.001 per share							

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)	\$ 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.

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