

HEARTLAND FINANCIAL USA INC  
 Form 4  
 March 10, 2017

**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 \*  
 FOX BRIAN

2. Issuer Name and Ticker or Trading Symbol  
 HEARTLAND FINANCIAL USA INC [HTLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1398 CENTRAL AVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/08/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Operations

DUBUQUE, IA 52001

(City) (State) (Zip)

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 2,000   | D <sup>(1)</sup>   |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 8,969.2379 <sup>(2)</sup>   | I  | Trust <sup>(3)</sup>              |

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

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SEC 1474 (9-02)

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**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 or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| 2017 Time-Based Restricted Stock                             | (4)  |                                      |  |                                |   | (5)  | (5)   | Common Stock  | 896                        |
| 2017 Performance Based Restricted Stock (3-year performance) | (4)  |                                      |  |                                |   | (6)  | (6)   | Common Stock  | 447                        |
| 2017 Performance Based Restricted Stock (1-year performance) | (4)  |                                      |  |                                |   | (7)  | (7)   | Common Stock  | 896                        |
| 2016 Time-Based Restricted Stock                             | (4)  |                                      |  |                                |   | (8)  | (8)   | Common Stock  | 877                        |
| 2016 Performance Based Restricted Stock (3-year performance) | (4)  |                                      |  |                                |   | (9)  | (9)   | Common Stock  | 698                        |
| 2016 Performance Based Restricted Stock (1-year performance) | (4)  |                                      |  |                                |   | (10)   | (10)  | Common Stock  | 1,465                      |

performance)

|   |     |      |      |                 |       |
|---|-----|------|------|-----------------|-------|
| 2015<br>Time-Based<br>Restricted<br>Stock           | (4) | (11) | (11) | Common<br>Stock | 1,750 |
| 2015<br>Performance<br>Based<br>Restricted<br>Stock | (4) | (12) | (12) | Common<br>Stock | 1,225 |
| 2014<br>Time-Based<br>Restricted<br>Stock           | (4) | (13) | (13) | Common<br>Stock | 1,470 |
| 2013<br>Time-Based<br>Restricted<br>Stock           | (4) | (14) | (14) | Common<br>Stock | 490   |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| FOX BRIAN<br>1398 CENTRAL AVE<br>DUBUQUE, IA 52001 |               |           | EVP, Operations |       |

## Signatures

/s/ Brian Fox                      03/10/2017  
 \*\*Signature of                      Date  
 Reporting Person

## 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) These shares are held in an IRA.
- (2) These shares participate in a Dividend Reinvestment Plan.
- (3) These shares held by Fox Revocable Trust dated 11/19/2001, Brian J Fox and Brenda J Fox, Trustees
- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (5) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (6) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (7) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (8) Of these restricted stock units, 1/3 vest on 1-19-2017, 1/3 vest on 1-19-2018, and 1/3 vest on 1-19-2019.
- (9) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.

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- (10) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (11) Of these restricted stock units, 1/3 vest on 1-20-2018, 1/3 vest on 1-20-2019, and 1/3 vest on 1-20-2020.
- (12) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (13) Of these restricted stock units, 1/3 vest on 3-11-2017, 1/3 vest on 3-11-2018, and 1/3 vest on 3-11-2019.
- (14) Of these restricted stock units, 1/3 vest on 1-22-2016, 1/3 vest on 1-22-2017, and 1/3 vest on 1-22-2018.

**Remarks:**

added 2017 Performance Based RSU grant awards

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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