

BALDWIN ROBERT H B JR
 Form 4/A
 September 12, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 12/10/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President

C/O HEARTLAND PAYMENT SYSTEMS, INC., 90 NASSAU STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/14/2010

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Title and Amount of Derivative Securities (Instr. 3 and 4)
Restricted Stock Units ⁽¹⁾	<u>(2)</u>	12/10/2010		A	60,000	<u>(3)(4)</u> <u>(3)(4)</u>	Common Stock	60,000

Reporting Owners

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

Signatures

/s/ Robert H.B. Baldwin, Jr. 09/12/2011

**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 restricted stock units granted on December 10, 2010 and disclosed in the Form 4 filed on December 14, 2010 are subject to the vesting and performance-criteria set forth in footnotes (3) and (4) below.
- (2) Each restricted stock unit represents a contingent right to receive one share of Heartland Payment System, Inc.'s (the "Issuer") common stock.

Each restricted stock unit will vest 50% on March 1, 2013, 25% on March 1, 2014, and 25% on March 1, 2015 only if over the term of these restricted stock units, the following diluted earnings per share targets for the years ended December 31, 2012, 2013 and 2014 are achieved.: 2012: \$1.48 2013: \$1.74 2014: \$2.04 Diluted earnings per share will be calculated on a pro forma basis to exclude
- (3) non-operating gains and losses, if any, and excluding the after-tax impact of stock compensation expense. These performance-based restricted stock units are subject to a "catch-up" provision pursuant to which the restricted stock units will vest from earlier years in which the diluted earnings per share goals were not attained if the diluted earnings per share goals in later years are attained. (Continued footnote 4).
- (4) In addition, in the event of a "change of control" of the Issuer (as defined in its Amended and Restated 2008 Equity Incentive Plan) that was approved by a majority of the Issuer's Board of Directors and its stockholders that represents a 25% premium in the Issuer's common stock price over the average trading price of its common stock over the thirty trading days prior to the offer for the Issuer and the acquisition of the Issuer is completed thereto, then all of these restricted stock units granted will vest and the shares of the Issuer's common stock underlying such restricted stock units will be issued and delivered. If the reporting person is not employed by the Issuer at the relevant vesting date of the restricted stock units, the unvested portion of such restricted stock units will terminate.

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- The reporting person is the direct beneficial owner of 481,454 shares of common stock of the Issuer, excluding 141.26 shares of common stock of the Issuer held in the Issuer's 401(k) plan. The reporting person is also the indirect beneficial owner of 91,325 shares of common stock of the Issuer which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004.
- (5) The reporting person disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

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.