

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 August 01, 2006

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 *
 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)
 07/28/2006

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	07/28/2006		M	A	100,000 (1)	\$ 5 (1)	1,850,000 D
Common Stock, par value \$0.001 per share	07/28/2006		M	A	375,000 (1)	\$ 6.25 (1)	2,225,000 (2) (3) D

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5 ⁽¹⁾	07/28/2006		M		⁽⁴⁾	02/15/2013	Common Stock	100,000 ⁽¹⁾
Stock Option (right to buy)	\$ 6.25 ⁽¹⁾	07/28/2006		M		⁽⁵⁾	10/29/2013	Common Stock	375,000 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARR ROBERT O C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542	X	X	Chairman of the Board and CEO	

Signatures

/s/ Robert O Carr 08/01/2006

**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 July 26, 2005, the Common Stock of Heartland Payment Systems, Inc. (the "Company") split 2-for-1.

(2)

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In addition to the 2,225,000 shares of Common Stock of the Company directly held by Mr. Carr, Mr. Carr indirectly owns 7,723,960 shares of Common Stock of the Company held by Carr Holdings, L.L.C., a New Jersey limited liability company owned and managed by Robert O. Carr and Jill Carr, Mr. Carr's wife.

- Mr. Carr's beneficial ownership also consists of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 41,253 shares of Common Stock of the Company held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 27,364 shares of Common Stock of the Company held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 37,086
- (3) shares of Common Stock of the Company held by The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr; 2,697 shares of Common Stock of the Company held by the Jill A. Carr 2000 Irrevocable Trust for Corrie Nichols; 2,695 shares of Common Stock of the Company held by the Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 16,584 held by the Robert O. Carr Irrevocable Trust for Hilary Holland Carr.
 - (4) The options were granted on February 15, 2003 and were fully vested when granted.
 - (5) The options were granted on October 29, 2003, vesting over a four year period. As of the date of this filing, 125,000 (post split) options are unvested.

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.