

Townsend Andrew E  
Form 4  
March 16, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Townsend Andrew E

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)  
03/11/2018

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

DUBUQUE, IA 52001

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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					25,861		D <sup>(1)</sup>
Common Stock	03/11/2018		M		294	A \$ 56	26,155 D
Common Stock					1,163		I 401(k)

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

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SEC 1474  
(9-02)

number.

**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. I De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2018 Time-Based Restricted Stock	(2)					(3)	(3)	Common Stock	785
2018 Performance Based Restricted Stock (3-year performance)	(2)					(4)	(4)	Common Stock	1,047
2018 Performance Based Restricted Stock (1-year performance)	(2)					(5)	(5)	Common Stock	785
2017 Time-Based Restricted Stock	(2)					(6)	(6)	Common Stock	689
2017 Performance Based Restricted Stock (3-year performance)	(2)					(7)	(7)	Common Stock	516
2017 Performance Based Restricted	(2)					(8)	(8)	Common Stock	631

Stock (1-year performance)									
2016 Time-Based Restricted Stock	(2)			(9)	(9)	Common Stock	667	(10)	
2016 Time-Based Restricted Stock	(2)			(9)	(9)	Common Stock	413		
2016 Performance Based Restricted Stock (3-year performance)	(2)			(11)	(11)	Common Stock	657		
2016 Performance Based Restricted Stock (1-year performance)	(2)			(11)	(11)	Common Stock	1,379		
2015 Time-Based Restricted Stock	(2)			(12)	(12)	Common Stock	833		
2014 Time-Based Restricted Stock	(2)			(13)	(13)	Common Stock	833		
2014 Time-Based Restricted Stock	(2)	03/11/2018	F	416	(13)	(13)	Common Stock	417	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Andrew E 1398 CENTRAL AVE DUBUQUE, IA 52001			EVP, Chief Credit Officer	

## Signatures

/s/ Andrew E  
Townsend

03/16/2018

\_\_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) These shares are held in Jt. Ten.
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) Of these restricted stock units, 1/3 vest on 3-6-2019, 1/3 vest on 3-6-2020, and 1/3 vest on 3-6-2021.
- (4) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (5) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (6) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (7) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (8) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (9) 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.
- (10) These restricted stock units were granted outside of the annual awarding of restricted stock units due to employment change.
- (11) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (12) 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.
- (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.

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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