

CARR ROBERT O
 Form 4
 May 13, 2009

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

3. Date of Earliest Transaction (Month/Day/Year)
 05/11/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

(Street)
 PRINCETON, NJ 08542

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

(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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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy) ⁽¹⁾	\$ 8.88	05/11/2009		A		465,000		<u>(2)</u>	05/11/2014	Common Stock	465,000
Stock Option (right to buy) ⁽¹⁾	\$ 8.88	05/11/2009		A		465,000		<u>(4)</u>	05/11/2014	Common Stock	465,000
Stock Option (right to buy) ⁽¹⁾	\$ 8.88	05/11/2009		A		465,000		<u>(5)</u>	05/11/2014	Common Stock	465,000
Restricted Stock Units ⁽¹⁾	<u>(6)</u>	05/11/2009		A		265,000		<u>(7)</u>	<u>(7)</u>	Common Stock	265,000

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		Chairman of the Board and CEO	
CARR JILL C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542				Robert's Wife

Signatures

/s/ Charles H.N. Kallenbach As
Attorney-in-Fact
Date: 05/13/2009
**Signature of Reporting Person
Date: 05/13/2009

/s/ Charles H.N. Kallenbach As
Attorney-in-Fact

__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 award was granted under Heartland Payment System, Inc.'s (the "Company") 2008 Equity Incentive Plan.
- (2) The option vests in four equal annual installments beginning on May 11, 2010.

This Form 4 is filed in connection with a joint/group filing consisting of Mr. Carr and Jill Carr, Mr. Carr's wife. Mrs. Carr's address is c/o Heartland Payment Systems, Inc., 90 Nassau Street, Princeton, NJ 08542. Mr. and Mrs. Carr's indirect beneficial ownership consists of 400,000 shares of Company's common stock, par value \$.001 per share (the "Common Stock"), held by The Robert O. Carr 2001

- (3) Charitable Remainder Unitrust and 217,691 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr. The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose. Mr. and Mrs. Carr have a fully vested option to purchase an additional 125,000 shares of the Common Stock.
- (4) The option vests in four equal annual installments beginning on May 11, 2010 if the closing price of the Common Stock is \$17.76 or greater for 30 consecutive trading days at any time before the option expires.
- (5) The option vests in four equal annual installments beginning on May 11, 2010 if the closing price of the Common Stock is \$26.64 or greater for 30 consecutive trading days at any time before the option expires.
- (6) Each restricted stock unit represents a contingent right to receive one share of Common Stock.
- (7) The restricted stock units vest in four equal annual installments beginning May 11, 2010. Vested shares will be delivered to the reporting person as soon as administratively practicable following the vesting of the restricted stock unit.

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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