

HEARTLAND FINANCIAL USA INC  
Form 4  
May 06, 2015

**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 \*  
FULLER LYNN B

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)  
05/01/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

DUBUQUE, IA 52001

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 05/01/2015                           |  | M                              | 10,000 A \$ 29.65   | 0 <sup>(1)</sup>  | I  | As Trustee <sup>(2)</sup>                             |
| Common Stock                    | 05/01/2015                           |  | S <sup>(3)</sup>               | 10,000 D \$ 33.83   | 0 <sup>(1)</sup>  | I  | As Trustee <sup>(2)</sup>                             |
| Common Stock                    | 05/01/2015                           |  | G <sup>(4)</sup>               | V 267,616 D \$ 0  | 576,420   | I  | As Trustee <sup>(2)</sup>                             |
| Common Stock                    | 05/01/2015                           |  | G <sup>(5)</sup>               | V 7,100 D \$ 0  | 5,000   | I  | By Spouse   |
| Common Stock                    | 05/01/2015                           |  | P <sup>(6)</sup>               | 26,900 A \$ 33.83   | 0 <sup>(1)</sup>  | I  | Family LLLP <sup>(7)</sup>                            |

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|              |            |                  |   |         |   |      |                                      |   |                                      |
|--------------|------------|------------------|---|---------|---|------|--------------------------------------|---|--------------------------------------|
| Common Stock | 05/01/2015 | G <sup>(4)</sup> | V | 267,616 | A | \$ 0 | 0 <sup>(1)</sup>                     | I | Family LLLP <sup>(7)</sup>           |
| Common Stock | 05/01/2015 | G <sup>(5)</sup> | V | 7,100   | A | \$ 0 | 301,616                              | I | Family LLLP <sup>(7)</sup>           |
| Common Stock |            |                  |   |         |   |      | 35,862 <sup>(8)</sup> <sup>(9)</sup> | D |                                      |
| Common Stock |            |                  |   |         |   |      | 123,078                              | I | As Trustee <sup>(10)</sup>           |
| Common Stock |            |                  |   |         |   |      | 12,188                               | I | HTLF Retirement Plan <sup>(11)</sup> |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |   |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |   |
| Non-Qualified Stock Option (Right To Buy)  | \$ 29.65   | 05/01/2015                           |  | M                              | 10,000  | <sup>(12)</sup>  | 01/16/2017  | Common Stock               | 0 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| FULLER LYNN B<br>1398 CENTRAL AVE.<br>DUBUQUE, IA 52001 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Lynn B.  
Fuller

05/06/2015

\*\*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) Multi line entry --- see next line for total
- (2) Shares held by Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (3) Represents a sale to two adult sons in which payment is represented by promissory notes.
- (4) Represents the transfer by Mr. Fuller's Trust to the LBF Heartland Partnership LLLP.
- (5) Represents the transfer by Mr. Fuller's spouse to the LBF Heartland Partnership LLLP.
- (6) Represents the transfer by adult sons to LBF Heartland Partnership LLLP.
- (7) Shares held by LBF Heartland Partnership LLLP - Lynn B Fuller is the General Partner. Wife and two (2) adult sons are Limited Partners.
- (8) Includes 24,475 Restricted Stock Units (RSU). Each RSU represents the right to receive one share of common stock. The grant vests in three equal installments on the third, fourth and fifth anniversaries of the grant date.
- (9) Includes 11,387 shares of Performance Based Restricted Stock.
- (10) Shares held by the Emma O. Fuller Trust dated 9-3-85 Dubuque Bank & Trust, L.S. Fuller & L.B. Fuller, co-trustees
- (11) Represents shares allocated to the reporting person's account under the Heartland Financial USA, Inc. Retirement Plan as a result of the Pension Plan Protectin Act of 2006.
- (12) Represents options to buy granted under the Company's Stock Option Plan, a Rule 16(b)(3) plan, which options vest one-third per year beginning on the 3rd anniversary of date of grant.

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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