

HEARTLAND FINANCIAL USA INC  
 Form 4  
 January 03, 2017

**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 \*  
 McKeag Bryan

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)  
 12/15/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A)   | 5,454   | I  | Trust <sup>(1)</sup>                                  |
| Common Stock                    |                                      |  |                                | (D)   | 0   | D  |   |
| Common Stock                    | 12/15/2016                           |  | A                              | 3   | A \$ 47 3 <sup>(2)</sup>  | D  |   |

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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|   |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| 2013<br>Time-Based<br>Restricted<br>Stock                                   | (3)  |                                      |  |                                |   | (4)  | (4)   | Common<br>Stock   | 1,000                      |
| 2014<br>Performance<br>Based<br>Restricted<br>Stock                         | (3)  |                                      |  |                                |   | (5)  | (5)   | Common<br>Stock   | 1,678                      |
| 2014<br>Time-Based<br>Restricted<br>Stock                                   | (3)  |                                      |  |                                |   | (6)  | (6)   | Common<br>Stock   | 1,875                      |
| 2015<br>Performance<br>Based<br>Restricted<br>Stock                         | (3)  |                                      |  |                                |   | (7)  | (7)   | Common<br>Stock   | 1,313                      |
| 2015<br>Time-Based<br>Restricted<br>Stock                                   | (3)  |                                      |  |                                |   | (8)  | (8)   | Common<br>Stock   | 1,875                      |
| 2016<br>Performance<br>Based<br>Restricted<br>Stock (1-year<br>performance) | (3)  |                                      |  |                                |   | (9)  | (9)   | Common<br>Stock   | 1,683                      |
|   | (3)  |                                      |  |                                |   | (10)   | (10)  |   | 842                        |

|   |     |  |      |      |                 |       |
|---|-----|--|------|------|-----------------|-------|
| 2016<br>Performance<br>Based<br>Restricted<br>Stock (3-year<br>performance) |     |  |      |      | Common<br>Stock |       |
| 2016<br>Time-Based<br>Restricted<br>Stock                                   | (3) |  | (11) | (11) | Common<br>Stock | 1,587 |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| McKeag Bryan<br>1398 CENTRAL AVE.<br>DUBUQUE, IA 52001 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Bryan  
McKeag

01/03/2017

\*\*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 by Bryan R and Linda M McKeag Living Trust dated 02-18-2009
- (2) Shares were received as an Employee Service Award
- (3) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (4) These restricted stock units will vest on 1/18/2017 per employment agreement terms.
- (5) These restricted stock units vest on 1-18-2017 if certain performance measures are achieved by the Issuer.
- (6) 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.
- (7) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (8) 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.
- (9) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (10) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (11) 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.

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.