

Lee Bruce K
 Form 4
 March 21, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Lee Bruce K

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)
 03/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 HTLF President and CEO

DUBUQUE, IA 52001

(City) (State) (Zip)

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

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) Code V Amount (D) Price | | | |
| Common Stock | | | | | 19,274 | D | |
| Common Stock | 03/19/2019 | | M | 1,456 A \$ 45.77 | 20,730 | 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)

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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 |
| 2019 Time-Based Restricted Stock | (1) | | | | | (2) (2) | Common Stock 0 |
| 2019 Time-Based Restricted Stock | (1) | 03/19/2019 | | A | 5,328 | (2) (2) | Common Stock 5,328 |
| 2019 Performance Based Restricted Stock (3-year performance) | (1) | | | | | (3) (3) | Common Stock 0 |
| 2019 Performance Based Restricted Stock (3-year performance) | (1) | 03/19/2019 | | A | 5,328 | (3) (3) | Common Stock 5,328 |
| 2018 Time-Based Restricted Stock | (1) | | | | | (4) (4) | Common Stock 1,523 |
| 2018 Performance Based Restricted Stock (3-year performance) | (1) | | | | | (5) (5) | Common Stock 3,045 |
| 2018 Performance Based Restricted | (1) | | | | | (6) (6) | Common Stock 514 (7) |

| | | | | | | | | | |
|--|-----|------------|--|---|-------|------|------|--------------|---------------|
| Stock (1-year performance) | | | | | | | | | |
| 2017 Time-Based Restricted Stock | (1) | | | | | (8) | (8) | Common Stock | 1,090 |
| 2017 Performance Based Restricted Stock (3-year performance) | (1) | | | | | (9) | (9) | Common Stock | 1,635 |
| 2017 Performance Based Restricted Stock (1-year performance) | (1) | | | | | (10) | (10) | Common Stock | 1,995 |
| 2016 Performance Based Restricted Stock (3-year performance) | (1) | | | | | (11) | (11) | Common Stock | 1,456 (12) |
| 2016 Performance Based Restricted Stock (3-year performance) | (1) | 03/19/2019 | | M | 1,456 | (11) | (11) | Common Stock | 0 |
| 2015 Time-Based Restricted Stock | (1) | | | | | (13) | (13) | Common Stock | 1,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lee Bruce K 1398 CENTRAL AVE DUBUQUE, IA 52001 | | | HTLF President and CEO | |

Signatures

/s/ Bruce K. Lee

03/21/2019

**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) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (2) Of these restricted stock units, 1/3 vest on 3-6-2020, 1/3 vest on 3-6-2021, and 1/3 vest on 3-6-2022.
- (3) These restricted stock units vest in 2022 if certain performance measures are achieved by the Issuer
- (4) 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.
- (5) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (6) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (7) Reflects the forfeiture of 1,770 Performance Based Restricted Stock Units granted but not earned in 2018.
- (8) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (9) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (10) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (11) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (12) Reflects the forfeiture of 520 Performance Based Restricted Stock Units granted but not earned during performance period.
- (13) 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.

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