

HEARTLAND PAYMENT SYSTEMS INC

Form 4

August 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2008

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

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

(Street)

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

PRINCETON, NJ 08542

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.001 per share	08/14/2008		S ⁽¹⁾		1,600	D	\$ 23.51	2,035,420	I ⁽²⁾	See Footnote ⁽³⁾
Common Stock, par value \$.001 per share	08/14/2008		S ⁽¹⁾		500	D	\$ 23.52	2,034,920	I ⁽²⁾	See Footnote ⁽⁴⁾
Common Stock, par	08/14/2008		S ⁽¹⁾		300	D	\$ 23.53	2,034,620	I ⁽²⁾	See Footnote

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value \$.001 per share								<u>(5)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	400	D	\$ 23.54	2,034,220	I <u>(2)</u>	See Footnote <u>(6)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	1,100	D	\$ 23.55	2,033,120	I <u>(2)</u>	See Footnote <u>(7)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	3,100	D	\$ 23.56	2,030,020	I <u>(2)</u>	See Footnote <u>(8)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	200	D	\$ 23.57	2,029,820	I <u>(2)</u>	See Footnote <u>(9)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	100	D	\$ 23.58	2,029,720	I <u>(2)</u>	See Footnote <u>(10)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	100	D	\$ 23.73	2,029,620	I <u>(2)</u>	See Footnote <u>(11)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	100	D	\$ 23.76	2,029,520	I <u>(2)</u>	See Footnote <u>(12)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	200	D	\$ 23.77	2,029,320	I <u>(2)</u>	See Footnote <u>(13)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	300	D	\$ 23.78	2,029,020	I <u>(2)</u>	See Footnote <u>(14)</u>
Common Stock, par value \$.001 per share	08/14/2008	<u>S</u> ⁽¹⁾	100	D	\$ 23.8	2,028,920	I <u>(2)</u>	See Footnote <u>(15)</u>
Common Stock, par value \$.001	08/14/2008	<u>S</u> ⁽¹⁾	104	D	\$ 23.81	2,028,816 ⁽¹⁷⁾ <u>(18)</u>	I <u>(2)</u>	See Footnote <u>(16)</u>

per share

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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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	X	Chairman of the Board and CEO	
CARR JILL C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542		X		

Signatures

/s/ Charles H.N. Kallenbach As Attorney in Fact 08/18/2008
 **Signature of Reporting Person Date

/s/ Charles H.N. Kallenbach As Attorney in Fact 08/18/2008
 **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).

On August 14, 2008, each of The Robert O. Carr Irrevocable Trust for Kelly Carr and The Robert O. Carr Irrevocable Trust for Ryan Carr sold 3,465 shares, respectively, and The Robert O. Carr Irrevocable Trust for Emily Carr sold 3,466 shares of Common Stock of the Company through Morgan Stanley & Co., Incorporated, a registered broker-dealer. These sales were made pursuant to agreements executed on August 8, 2008 between Marc Ostro, as trustee and Morgan Stanley & Co., Incorporated for the sale of 20,000 shares of the Company's Common Stock pursuant to Rule 144 from each of the above mentioned trusts. 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.

(1) 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.

(2) 533 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 533 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 534 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(3) 167 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 167 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 166 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(4) 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(5) 134 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 132 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 134 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(6) 367 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 367 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 366 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(7) 1,032 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 1,033 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 1,035 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(8) 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(9) 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(10) 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(11) 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(12) 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 67 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 66 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(13) 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 100 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

(14) 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 33 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

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- 35 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Kelly Carr and 35 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Emily Carr. 34 shares of the Company's Common Stock were sold by The Robert O. Carr Irrevocable Trust for Ryan Carr.

- After the sales, Mr. and Mrs. Carr's indirect beneficial ownership consists of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 443,501 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 247,503 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 400,989 shares held by The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr; 144,074 shares held by The Jill A. Carr 2000 Irrevocable Trust for CorriSSa Nichols; 144,994 shares held by The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 247,755 shares held by The Jill A. Carr Irrevocable Trust for Hilary Holland 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.
- (18) Mr. Carr and Mrs. Carr directly own 5,835,399 shares of Common Stock of the Company and have a fully vested option to purchase an additional 125,000 shares of Common Stock of the Company.

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.