

BALDWIN ROBERT H B JR
 Form 4
 April 15, 2011

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 *
 BALDWIN ROBERT H B JR

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)
 04/13/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 President and CFO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	04/13/2011		M	5,000 A	\$ 5 482,389	D	
Common Stock, par value \$0.001 per share	04/13/2011		S ⁽¹⁾	5,000 D	\$ 17.0212 477,389	D	

Common Stock, par value \$0.001 per share	04/14/2011	M	7,500	A	\$ 5	484,889	D
Common Stock, par value \$0.001 per share	04/14/2011	<u>S</u> ⁽¹⁾	7,500	D	\$ 17.5081 <u>(3)</u>	477,389	D ⁽⁴⁾

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option(right to buy)	\$ 5	04/13/2011		M	5,000	02/02/2002 02/02/2012	Common Stock	5,000	
Stock Option(right to buy)	\$ 5	04/14/2011		M	7,500	02/02/2002 02/02/2012	Common Stock	7,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALDWIN ROBERT H B JR C/O HEARTLAND PAYMENT SYSTEMS, INC. 90 NASSAU STREET PRINCETON, NJ 08542			President and CFO	

Signatures

/s/ Robert H.B.
Baldwin, Jr.

04/15/2011

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Robert H.B. Baldwin, Jr. on March 11, 2011.

This price is the weighted average price of the 5,000 shares sold. The prices actually paid for the shares of the Common Stock of Heartland Payment Systems, Inc. (the "Company") sold ranged from \$16.95 to \$17.20. Robert H.B. Baldwin, Jr. will provide to the Company, any security holder of the Company or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
 - (2) This price is the weighted average price of the 7,500 shares sold. The prices actually paid for the shares of the Common Stock of the Company sold ranged from \$17.50 to \$17.53. Robert H.B. Baldwin, Jr. will provide to the Company, any security holder of the Company or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.
 - (3) Robert H.B. Baldwin, Jr. also beneficially owns 140.97 shares of Common Stock held in the Company's 401(k) plan. Mr. Baldwin is also the indirect beneficial owner of 91,325 shares of Common Stock which are held by the Margaret J. Sieck and Whitney H. Baldwin as Trustees for an Indenture created June 30, 2004. Mr. Baldwin disclaims beneficial ownership of the securities held in the Indenture, and this report shall not be an admission that Mr. Baldwin is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
 - (4)

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.