

HEARTLAND FINANCIAL USA INC

Form 4

March 14, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 Bryan2. 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)
03/11/2017☐ 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 Ownership (Instr. 4)
Common Stock				(A) or (D)			Trust ⁽¹⁾
Common Stock					5,454	I	
Common Stock					3,038	D	
Common Stock	03/11/2017		M	625 A	\$ 50.2 3,663	D	

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

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(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. I De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2017 Time-Based Restricted Stock	(2)					(3)	(3)	Common Stock	1,620
2017 Performance Based Restricted Stock (3-year performance)	(2)					(4)	(4)	Common Stock	810
2017 Performance Based Restricted Stock (1-year performance)	(2)					(5)	(5)	Common Stock	1,620
2016 Time-Based Restricted Stock	(2)					(6)	(6)	Common Stock	1,058
2016 Performance Based Restricted Stock (3-year performance)	(2)					(7)	(7)	Common Stock	842
2016 Performance Based Restricted	(2)					(8)	(8)	Common Stock	1,767

Stock (1-year
performance)

2015

Time-Based
Restricted
Stock(2)(9)(9)Common
Stock

1,875

2015

Performance
Based
Restricted
Stock(2)(10)(10)Common
Stock

1,313

2014

Time-Based
Restricted
Stock(2)(11)(11)Common
Stock

1,875

2014

Time-Based
Restricted
Stock(2)

03/11/2017

F

625

(11)(11)Common
Stock

1,250

Reporting Owners

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

Signatures

/s/ Bryan
McKeag

03/14/2017

 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) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (4) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (5) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (6) 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.
- (7) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.

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- (8) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (9) 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.
- (10) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (11) 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.

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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