

HORSTMANN DOUGLAS J

Form 4

August 15, 2017

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

OMB APPROVAL

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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 *
HORSTMANN DOUGLAS J2. 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)
08/10/2017____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Lending

DUBUQUE, IA 52001

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) or (D)			
			Code	V	Amount		Price
Common Stock	08/10/2017		M		6,437	A	\$ 47.1
Common Stock					70,364	I	Trust ⁽¹⁾
Common Stock					76,801	I	Trust ⁽¹⁾
Common Stock					25,000	I	Trust ⁽²⁾
Common Stock					27,000	I	Spouse's Trust ⁽³⁾
Common Stock					15,720 ⁽⁴⁾	I	401(k)

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2016 Performance Based Restricted Stock (3-year performance)	(5)					(6)	(6)	Common Stock	758
2017 Performance Based Restricted Stock (3-year performance)	(5)					(7)	(7)	Common Stock	566
2017 Performance Based Restricted Stock (1-year performance)	(5)					(8)	(8)	Common Stock	1,133
2017 Time-Based Restricted Stock	(5)					(9)	(9)	Common Stock	1,133
2017 Time-Based Restricted Stock	(5)	08/10/2017		M	1,133 (10)	(9)	(9)	Common Stock	0
	(5)					(11)	(11)		953

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2016 Time-Based Restricted Stock							Common Stock	
2016 Time-Based Restricted Stock	(5)	08/10/2017	M	953 (10)	(11)	(11)	Common Stock	0
2016 Performance Based Restricted Stock (1-year performance)	(5)				(12)	(12)	Common Stock	1,437
2016 Performance Based Restricted Stock (1-year performance)	(5)	08/10/2017	M	1,437 (10)	(12)	(12)	Common Stock	0
2015 Time-Based Restricted Stock	(5)				(13)	(13)	Common Stock	2,050
2015 Time-Based Restricted Stock	(5)	08/10/2017	M	2,050 (10)	(13)	(13)	Common Stock	0
2015 Performance Based Restricted Stock	(5)				(14)	(14)	Common Stock	1,990
2015 Performance Based Restricted Stock	(5)	08/10/2017	M	1,990 (10)	(14)	(14)	Common Stock	0
2014 Time-Based Restricted Stock	(5)				(15)	(15)	Common Stock	1,350
2014 Time-Based Restricted Stock	(5)	08/10/2017	M	1,350 (10)	(15)	(15)	Common Stock	0

2013									
Time-Based	(5)				(16)	(16)	Common	750	
Restricted							Stock		
Stock									
2013									
Time-Based	(5)	08/10/2017	M	750	(16)	(16)	Common	0	
Restricted				(10)			Stock		
Stock									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HORSTMANN DOUGLAS J 1398 CENTRAL AVE. DUBUQUE, IA 52001			EVP, Lending	

Signatures

/s/ Douglas J.
Horstmann 08/15/2017

__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 Douglas J Horstmann Trust under agreement dated 8/13/2011 FBO Douglas J Horstmann Declaration of Trust
- (2) These shares are held by Douglas J Horstmann Declaration of Trust under agreement dated 8/13/2011, Douglas J Horstmann, Trustee
- (3) These shares are held by Karen M Horstmann Declaration of Trust dated 8/13/2011, Karen M Horstmann, Trustee
- (4) Based on a plan statement dated June 2017
- (5) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (6) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (7) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (8) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (9) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (10) The vesting of these shares was accelerated per Restricted Stock Agreements due to qualified retirement.
- (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.
- (12) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (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.
- (14) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (15) 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.
- (16) Of these restricted stock units, 1/3 vest on 1-22-2016, 1/3 vest on 1-22-2017, and 1/3 vest on 1-22-2018.

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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