

HEARTLAND PAYMENT SYSTEMS INC
 Form 4
 June 03, 2008

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 *
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)
05/20/2008

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$.001 per share	05/20/2008		S		2,601	D	\$ 27.46	7,939,482	I ⁽¹⁾	Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.
Common Stock, par value \$.001 per share	05/20/2008		S		94	D	\$ 27.467	7,939,388 ⁽²⁾	I	Jill A. Carr 2000 Irrevocable Trust for

share									Robert Carr, Jr.
Common Stock, par value \$0.001 per share	06/02/2008	J ⁽³⁾	V	2,343,549	A	\$ 0	2,868,533	I	See Footnote ⁽⁴⁾
Common Stock, par value \$0.001 per share	06/02/2008	J ⁽⁵⁾	V	763,133	D	\$ 0	2,105,400	I	See Footnote ⁽⁶⁾
Common Stock, par value \$0.001 per share	06/02/2008	J ⁽³⁾	V	5,070,855	A	\$ 0	<u>5,960,399</u> ⁽⁷⁾	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chairman of the Board and CEO	

CARR ROBERT O
 C/O HEARTLAND PAYMENT SYSTEMS, INC.,
 90 NASSAU STREET
 PRINCETON, NJ 08542

CARR JILL
 C/O HEARTLAND PAYMENT SYSTEMS, INC.,
 90 NASSAU STREET
 PRINCETON, NJ 08542

X

Signatures

/s/ Robert O.
 Carr 06/02/2008

**Signature of
 Reporting Person Date

/s/ Jill A. Carr 06/02/2008

**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).

(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.

After the sales by Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr. on May 20, 2008, Mr. and Mrs. Carr indirectly owned 7,414,404 shares of Common Stock of Heartland Payment Systems, Inc. (the "Company") held by Carr Holdings, L.L.C., a New Jersey limited liability company owned and managed by Mr. and Mrs. Carr ("Carr Holdings"). Mr. and Mrs. Carr's beneficial ownership also consists of

(2) 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 41,253 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 27,364 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 37,086 shares held by The Robert O. Carr 2000 Irrevocable Trust for Kelly Carr; 2,697 shares held by The Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols; and 16,584 shares held by The Jill A. Carr Irrevocable Trust for Hilary Holland Carr.

(3) On June 2, 2008, Carr Holdings distributed all of the common stock of the Company owned by Carr Holdings to its members on a pro rata basis without consideration.

Mr. and Mrs. Carr's indirect beneficial ownership consisted of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 463,501 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 382,322 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 420,989 shares held by The Robert O. Carr 2000 Irrevocable

(4) Trust for Kelly Carr; 411,732 shares held by The Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols; 419,363 shares held by The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 370,626 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.

On June 2, 2008, The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr distributed 114,819 shares of Common Stock of the Company to its beneficiary, Ryan Carr; The Jill A. Carr 2000 Irrevocable Trust for Corriッサ Nichols distributed 267,658 shares of Common Stock of the Company to its beneficiary, Corriッサ Nichols; The Jill A. Carr Irrevocable Trust for Hilary Holland Carr distributed 106,287 shares

(5) of Common Stock of the Company to its beneficiary, Hilary Holland Carr; and The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr. distributed 274,369 shares of Common Stock of the Company to its beneficiary, Robert Carr, Jr. 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.

(6) Mr. and Mrs. Carr's indirect beneficial ownership consisted of 400,000 shares of Common Stock of the Company held by The Robert O. Carr 2001 Charitable Remainder Unitrust; 463,501 shares held by The Robert O. Carr 2000 Irrevocable Trust for Emily Carr; 267,503 shares held by The Robert O. Carr 2000 Irrevocable Trust for Ryan Carr; 420,989 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 Corriッサ Nichols; 144,994 shares held by The Jill A. Carr 2000 Irrevocable Trust for Robert Carr, Jr.; and 264,339 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

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reporting persons are the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (7) 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.

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