

CARR ROBERT O  
 Form 4  
 August 10, 2010

**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)  
 08/06/2010

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, par value \$0.001 per share	08/06/2010		M	50,450 A	\$ 6.25	92,552	D (1)
Common Stock, par value \$0.001 per share	08/06/2010		S	50,450 D	\$ 14.831 (2)	42,102	D (1)

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Common Stock, par value	08/09/2010	S	20,285	D	\$ 15.1587 (3)	21,817	D (1)
\$0.001 per share							
Common Stock, par value	08/10/2010	M	21,683	A	\$ 6.25	43,500	D (1)
\$0.001 per share							
Common Stock, par value	08/10/2010	S	43,500	D	\$ 14.72 (4)	0	D (1)
\$0.001 per share							

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	\$ 0	08/06/2010		M	50,450	10/29/2007	10/29/2013	Common Stock	50,450
Stock Option (right to buy)	\$ 0	08/10/2010		M	21,683	10/29/2007	10/29/2013	Common Stock	21,683

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer    Other

CARR ROBERT O  
 C/O HEARTLAND PAYMENT SYSTEMS, INC.    X    Chairman of the Board and CEO  
 90 NASSAU STREET  
 PRINCETON, NJ 08542

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

**Signatures**

/s/ Charles H.N. Kallenbach, as    08/10/2010  
 attorney-in-fact    Date  
     \*\*Signature of Reporting Person

/s/ Charles H.N. Kallenbach, as    08/10/2010  
 attorney-in-fact    Date  
     \*\*Signature of Reporting Person

**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).  
 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. Mr. and Mrs. Carr's indirect beneficial ownership consists of 400,000 shares of the Issuer's common stock held by The Robert O. Carr 2001 Charitable Remainder Unitrust and 201,391 shares held by  
 (1) The Robert O. Carr 2000 Irrevocable Trust for Emily 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. Mr. and Mrs. Carr have fully vested options to purchase an additional 169,117 shares of the Common Stock.  
 This price is the weighted average price of the 50,450 shares sold. The prices actually paid for the shares of the Company's Common  
 (2) Stock sold ranged from \$14.46 to \$15.17. The reporting person will provide to the issuer, any security holder of the issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.  
 This price is the weighted average price of the 20,285 shares sold. The prices actually paid for the shares of the Company's Common  
 (3) Stock sold ranged from \$14.95 to \$15.28. The reporting person will provide to the issuer, any security holder of the issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.  
 This price is the weighted average price of the 43,500 shares sold. The prices actually paid for the shares of the Company's Common  
 (4) Stock sold ranged from \$14.575 to \$15.06. The reporting person will provide to the issuer, any security holder of the issuer or the SEC Staff, upon request, information regarding the number of shares sold at each price within the range of prices actually paid.

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.