HEARTLAND FINANCIAL USA INC
Form 4
May 15, 2008

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHMIDT JOHN K

(Last) (First) (Middle)

1398 CENTRAL AVE.

(Street)

DUBUQUE, IA 52001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HEARTLAND FINANCIAL USA INC [HTLF]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2008		M		16,000	A	$ 12	0 (10)	D	
Common Stock	05/13/2008		S		13,200	D	$ 23.32	135,046 (1) (8)	D	
Common Stock								14,622	I	401(k)
Common Stock								4,290.588 (5)	I	Minor Child (2)
Common Stock								4,301.332 (5)	I	Minor Child (3)

Common Stock	4,853.697 (5)	I	Minor Child (4)	
Common Stock	11,017	I	Spouse (6)	
Common Stock	4,498 (9)	I	HTLF Retirement Plan	

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

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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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy	$ 12	05/13/2008		M			16,000	(7)	01/02/2009	Common Stock	0
Non-Qualified Stock Option (Right to Buy	$ 12							(7)	01/17/2010	Common Stock	9,0
Non-Qualified Stock Option (Right to Buy	$ 8.67							(7)	06/01/2011	Common Stock	9,0
Non-Qualified Stock Option (Right to Buy	$ 8.8							(7)	01/15/2012	Common Stock	3,7
Non-Qualified Stock Option (Right to Buy	$ 11.84							(7)	01/21/2013	Common Stock	10,5
Non-Qualified Stock Option (Right to Buy)	$ 19.48							(7)	01/20/2014	Common Stock	10,0

Non-Qualified Stock Option (Right to Buy)	$ 21		(7)	02/10/2015	Common Stock	10,0
Non-Qualified Stock Option (Right to Buy	$ 21.6		(7)	02/06/2016	Common Stock	4,0
Non-Qualified Stock Option (Right to Buy)	$ 29.65		(7)	01/16/2017	Common Stock	4,0
Non-Qualified Stock Option (Right to Buy)	$ 18.6		(7)	01/24/2018	Common Stock	4,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT JOHN K 1398 CENTRAL AVE. DUBUQUE, IA 52001	X		EVP & CFO	

Signatures

/s/ John K. Schmidt	05/15/2008
**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) Includes 1,549 shares held jointly with reporting person's spouse and 300 shares held in street name.

(2) Shares held as Donna L. Schmidt Cust for Nicole M. Schmidt.

(3) Shares held as Donna L. Schmidt Cust for Alexander J. Schmidt.

(4) Shares held as Donna L. Schmidt Cust for Benjamin N. Schmidt.

(5) Shares participate in a Dividend Reinvestment Plan.

(6) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(7) Represents options to buy granted under the Company's Stock Option Plan, a Rule 16(b)(3) plan, which options vest one-third per year beginning on the 3rd anniversary of date of grant.

(8) Includes 13,359 Restricted Stock Awards granted under the 2005 Long-Term Incentive Plan.

(9) Represents shares allocated to the reporting person's account under the Heartland Financial USA, Inc. Retirement Plan as a result of the Pension Plan Protection Act of 2006.

(10) Double entry - see next line for total.

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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