

HEARTLAND FINANCIAL USA INC
Form 4
June 15, 2016

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 *
Saylor Kurt

2. 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)
05/02/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|---|----------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 05/02/2016 | | S | | 5,000 | D | \$ 33.5213 | 443,649 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/02/2016 | | S | | 7,500 | D | \$ 33.6585 | 436,149 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/09/2016 | | S | | 800 | D | \$ 33.7144 | 435,349 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/09/2016 | | S | | 5,000 | D | \$ 33.8759 | 430,349 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/10/2016 | | S | | 6,700 | D | \$ 33.9004 | 423,649 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|--|---|-----------------------------|
| Common Stock | 05/16/2016 | S | 7,500 | D | \$ 33.7313 | 416,149 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/16/2016 | S | 5,000 | D | \$ 33.8673 | 411,149 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/23/2016 | S | 2,200 | D | \$ 33.905 | 408,949 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/23/2016 | S | 7,500 | D | \$ 33.91 | 401,449 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/24/2016 | S | 2,800 | D | \$ 34.0037 | 398,649 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/25/2016 | S | 1,500 | D | \$ 35 | 397,149 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/26/2016 | S | 3,116 | D | \$ 35.0045 | 394,033 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/27/2016 | S | 5,384 | D | \$ 35 | 388,649 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/31/2016 | S | 3,501 | D | \$ 35.1213 | 385,148 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 05/31/2016 | S | 10,000 | D | \$ 35.1339 | 375,148 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/01/2016 | S | 3,999 | D | \$ 35.0795 | 371,149 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/01/2016 | S | 5,000 | D | \$ 35.2313 | 366,149 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/06/2016 | S | 7,500 | D | \$ 35.6827 | 358,649 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/06/2016 | S | 5,000 | D | \$ 35.6839 | 353,649 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/06/2016 | S | 10,000 | D | \$ 35.6877 | 343,649 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/13/2016 | S | 5,200 | D | \$ 34.8805 | 338,449 ⁽²⁾ <u>(4) (1) (3)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/13/2016 | S | 3,000 | D | \$ 35.1543 | 335,449 ⁽²⁾ <u>(4) (1) (3)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/14/2016 | S | 1,450 | D | \$ 34.29 | 333,999 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | 06/14/2016 | S | 667 | D | \$ 34.37 | 333,332 ⁽¹⁾ <u>(2) (3) (4)</u> | I | Trust ⁽⁵⁾ |
| Common Stock | | | | | | 180,448 | I | Wife's Trust ⁽⁶⁾ |

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Saylor Kurt 1398 CENTRAL AVE DUBUQUE, IA 52001 | | X | | |

Signatures

/s/ Kurt Saylor 06/15/2016
 **Signature of Date
 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).
- (1) Includes 3,625 Time Based Restricted Stock Units (RSU). Each RSU represents the right to receive one share of common stock.
- (2) Includes 3,025 shares of Performance Based Restricted Stock.
- (3) Includes 40 shares held in street name at LPL Financial.
- (4) Shares sold pursuant to 10B5-1 Plan effective April 27, 2016
- (5) Shares held as Kurt M. Saylor Ttee Kurt M. Saylor Trust Dtd 1-6-98
- (6) Shares held as Melissa J. Saylor Ttee Melissa Saylor Trust Dtd 1-6-98

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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