HEARTLAND FINANCIAL USA INC

Form 4 March 10, 2017

FORM 4

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

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Townsend Andrew E Issuer Symbol HEARTLAND FINANCIAL USA (Check all applicable) INC [HTLF] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 1398 CENTRAL AVE 03/08/2017 EVP, Chief Credit Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DUBUQUE, IA 52001 Person (City) (State) (Zip)

(City)	(State) (Z	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code	4. Securit onAcquired Disposed	(A) or	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8) Code V	(Instr. 3, 4) Amount	(A) or (D) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock						1,163	I	401(k)
Common Stock						23,260	D (1)	

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

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SEC 1474

(9-02)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactio Code (Instr. 8)	5. Dr.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. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2013 Time-Based Restricted Stock	<u>(2)</u>					<u>(3)</u>	(3)	Common Stock	467	
2014 Time-Based Restricted Stock	(2)					<u>(4)</u>	<u>(4)</u>	Common Stock	1,250	
2015 Time-Based Restricted Stock	(2)					<u>(5)</u>	<u>(5)</u>	Common Stock	1,250	
2015 Performance Based Restricted Stock	(2)					<u>(6)</u>	<u>(6)</u>	Common Stock	875	
2016 Time-Based Restricted Stock	<u>(2)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	1,333	
2016 Time-Based Restricted Stock	<u>(2)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	826 (8)	
2016 Performance Based Restricted Stock (1-year performance)	<u>(2)</u>					<u>(9)</u>	(9)	Common Stock	1,379	

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2016 Performance Based Restricted Stock (3-year performance)	(2)	<u>(9)</u>	<u>(9)</u>	Common Stock	657
2017 Time-Based Restricted Stock	(2)	(10)	<u>(10)</u>	Common Stock	1,033
2017 Performance Based Restricted Stock (1-year performance)	(2)	<u>(11)</u>	<u>(11)</u>	Common Stock	1,033
2017 Performance Based Restricted Stock (3-year performance)	(2)	(12)	(12)	Common Stock	516

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Director 10% Owner Officer Officer

Townsend Andrew E 1398 CENTRAL AVE

398 CENTRAL AVE EVP, Chief Credit Officer

DUBUQUE, IA 52001

Signatures

/s/ Andrew E Townsend 03/10/2017

**Signature of Reporting Date

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) These shares are held in Jt. Ten.
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) 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.
- (4) 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.
- (5) 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.

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- (6) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (7) 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.
- (8) These restricted stock units were granted outside of the annual awarding of restricted stock units due to employment change.
- (9) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (10) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (11) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (12) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.

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.