Lee Bruce K Form 4 January 22, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

See Instruction

Lee Bruce K				2. Issuer Name and Ticker or Trading Symbol HEARTLAND FINANCIAL USA INC [HTLF]				C	Issuer (Check all applicable)			
	(Last) 1398 CENTI	(First)	(Middle)		of Earliest Transaction /Day/Year) /2018				Director 10% Owner X Officer (give title Other (specify below) PRESIDENT			
(Street) DUBUQUE, IA 52001			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
	(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative)	Secur	ities Acq	Person cquired, Disposed of, or Beneficially Ow			
	1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Executi	emed on Date, if /Day/Year)	Code (Instr. 8)		(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
	Common Stock						()		3,242	D		
	Common Stock	01/18/2018			A	524 (1)	A	\$ 47.7	3,766	D		
	Common Stock	01/18/2018			M	2,800	A	\$ 54.85	6,566	D		

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

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number.

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

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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)			
				Code V	(.	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2017 Time-Based Restricted Stock	(2)							(3)	(3)	Common Stock	3,271
2017 Performance Based Restricted Stock (3-year performance)	<u>(2)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	1,635
2017 Performance Based Restricted Stock (1-year performance)	<u>(2)</u>							<u>(5)</u>	<u>(5)</u>	Common Stock	1,996 (6)
2016 Time-Based Restricted Stock	(2)							<u>(7)</u>	<u>(7)</u>	Common Stock	2,484
2016 Performance Based Restricted Stock (3-year performance)	(2)							(8)	(8)	Common Stock	1,976
2016 Performance Based Restricted Stock (1-year	<u>(2)</u>							(9)	<u>(9)</u>	Common Stock	4,148

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performance)								
2015 Time-Based Restricted Stock	<u>(2)</u>				(10)	(10)	Common Stock	4,000
2015 Performance Based Restricted Stock	<u>(2)</u>				(11)	<u>(11)</u>	Common Stock	2,800
2015 Performance Based Restricted Stock	<u>(2)</u>	01/18/2018	F	2,800	<u>(11)</u>	<u>(11)</u>	Common Stock	0

Reporting Owners

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

Lee Bruce K

1398 CENTRAL AVE PRESIDENT DUBUQUE, IA 52001

Signatures

/s/ Bruce K. Lee 01/20/2018

**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 shares purchased through the Employee Stock Purchase Plan.
- (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 in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (4) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (5) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (6) Reflects the forfeiture of 1,275 Performance Based Restricted Stock Units granted but not earned in 2017.
- (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 vest in 2019 if certain performance measures are achieved by the Issuer.
- (9) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (10) 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.
- (11) These restricted stock units vest on 1-18-2018 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.

Reporting Owners 3

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