

HEARTLAND FINANCIAL USA INC
 Form 4
 May 06, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 FULLER LYNN B

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)
 05/01/2015

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

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	05/01/2015		M		10,000	A	\$ 29.65	0 ⁽¹⁾	I	As Trustee ⁽²⁾
Common Stock	05/01/2015		S ⁽³⁾		10,000	D	\$ 33.83	0 ⁽¹⁾	I	As Trustee ⁽²⁾
Common Stock	05/01/2015		G ⁽⁴⁾	V	267,616	D	\$ 0	576,420	I	As Trustee ⁽²⁾
Common Stock	05/01/2015		G ⁽⁵⁾	V	7,100	D	\$ 0	5,000	I	By Spouse
Common Stock	05/01/2015		P ⁽⁶⁾		26,900	A	\$ 33.83	0 ⁽¹⁾	I	Family LLLP ⁽⁷⁾

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Common Stock	05/01/2015	G ⁽⁴⁾	V	267,616	A	\$ 0	0 ⁽¹⁾	I	Family LLLP ⁽⁷⁾
Common Stock	05/01/2015	G ⁽⁵⁾	V	7,100	A	\$ 0	301,616	I	Family LLLP ⁽⁷⁾
Common Stock							35,862 ⁽⁸⁾ ⁽⁹⁾	D	
Common Stock							123,078	I	As Trustee ⁽¹⁰⁾
Common Stock							12,188	I	HTLF Retirement Plan ⁽¹¹⁾

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

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SEC 1474
(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right To Buy)	\$ 29.65	05/01/2015		M	10,000	⁽¹²⁾ 01/16/2017	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER LYNN B 1398 CENTRAL AVE. DUBUQUE, IA 52001	X		Chairman & CEO	

Signatures

/s/ Lynn B.
Fuller

05/06/2015

**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) Multi line entry --- see next line for total
- (2) Shares held by Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (3) Represents a sale to two adult sons in which payment is represented by promissory notes.
- (4) Represents the transfer by Mr. Fuller's Trust to the LBF Heartland Partnership LLLP.
- (5) Represents the transfer by Mr. Fuller's spouse to the LBF Heartland Partnership LLLP.
- (6) Represents the transfer by adult sons to LBF Heartland Partnership LLLP.
- (7) Shares held by LBF Heartland Partnership LLLP - Lynn B Fuller is the General Partner. Wife and two (2) adult sons are Limited Partners.
- (8) Includes 24,475 Restricted Stock Units (RSU). Each RSU represents the right to receive one share of common stock. The grant vests in three equal installments on the third, fourth and fifth anniversaries of the grant date.
- (9) Includes 11,387 shares of Performance Based Restricted Stock.
- (10) Shares held by the Emma O. Fuller Trust dated 9-3-85 Dubuque Bank & Trust, L.S. Fuller & L.B. Fuller, co-trustees
- (11) Represents shares allocated to the reporting person's account under the Heartland Financial USA, Inc. Retirement Plan as a result of the Pension Plan Protectin Act of 2006.
- (12) 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.

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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