

FULLER LYNN B  
Form 4  
January 22, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
01/18/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                |   | 588,200   | I  | As Trustee (1)  |
| Common Stock                    | 01/18/2018                           |  | A                              | 524 (2) A   | \$ 47.7 588,724   | I  | As Trustee (1)  |
| Common Stock                    | 01/18/2018                           |  | M                              | 3,500 A   | \$ 54.85 592,224  | I  | As Trustee (1)  |
| Common Stock                    |                                      |  |                                |   | 5,000   | I  | Spouses Trust (3)                                     |
| Common Stock                    |                                      |  |                                |   | 301,616   | I  | Family LLLP (4)                                       |

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|              |         |   |                                 |
|--------------|---------|---|---------------------------------|
| Common Stock | 123,078 | I | As Trustee <u>(5)</u>           |
| Common Stock | 12,188  | I | HTLF Retirement Plan <u>(6)</u> |
| Common Stock | 0       | D |                                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| 2017 Time-Based Restricted Stock                             | <u>(7)</u>   |                                      |  |                                |   | <u>(8)</u>   | <u>(8)</u>  | Common Stock                  | 3,455                      |
| 2017 Performance Based Restricted Stock (3-year performance) | <u>(7)</u>   |                                      |  |                                |   | <u>(9)</u>   | <u>(9)</u>  | Common Stock                  | 1,727                      |
| 2017 Performance Based Restricted Stock (1-year performance) | <u>(7)</u>   |                                      |  |                                |   | <u>(10)</u>  | <u>(10)</u>   | Common Stock                  | 2,108 <u>(11)</u>          |
| 2016 Time-Based  | <u>(7)</u>   |                                      |  |                                |   | <u>(12)</u>  | <u>(12)</u>   | Common Stock                  | 3,173                      |

|  |            |            |  |   |       |             |             |              |       |
|--|------------|------------|--|---|-------|-------------|-------------|--------------|-------|
| Restricted Stock   |            |            |  |   |       |             |             |              |       |
| 2016 Performance Based Restricted Stock (3-year performance) | <u>(7)</u> |            |  |   |       | <u>(13)</u> | <u>(13)</u> | Common Stock | 2,524 |
| 2016 Performance Based Restricted Stock (1-year performance) | <u>(7)</u> |            |  |   |       | <u>(14)</u> | <u>(14)</u> | Common Stock | 5,300 |
| 2015 Time-Based Restricted Stock                             | <u>(7)</u> |            |  |   |       | <u>(15)</u> | <u>(15)</u> | Common Stock | 5,000 |
| 2015 Performance Based Restricted Stock                      | <u>(7)</u> |            |  |   |       | <u>(16)</u> | <u>(16)</u> | Common Stock | 3,500 |
| 2015 Performance Based Restricted Stock                      | <u>(7)</u> | 01/18/2018 |  | F | 3,500 | <u>(16)</u> | <u>(16)</u> | Common Stock | 0     |
| 2014 Time-Based Restricted Stock                             | <u>(7)</u> |            |  |   |       | <u>(17)</u> | <u>(17)</u> | Common Stock | 3,467 |
| 2013 Time-Based Restricted Stock                             | <u>(7)</u> |            |  |   |       | <u>(18)</u> | <u>(18)</u> | Common Stock | 1,925 |

## Reporting Owners

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

## Signatures

/s/ Lynn B.  
Fuller

01/20/2018

\_\_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) These shares are held by Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (2) Includes shares purchased through the Employee Stock Purchase Plan.
- (3) These shares are held by Cynthia A Fuller Declaration of Trust under agreement dated 7/2/2015, Cynthia A Fuller, Trustee
- (4) These shares are held by LBF Heartland Partnership LLLC - Lynn B Fuller is the General Partner. Wife and two (2) adult sons are Limited Partners.
- (5) These shares held by Emma O. Fuller Trust dated 9-3-85 Dubuque Bank & Trust, Lynn B Fuller, Trustee
- (6) 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.
- (7) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (8) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (9) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (10) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (11) Reflects the forfeiture of 1,347 Performance Based Restricted Stock Units granted but not earned in 2017.
- (12) 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.
- (13) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (14) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (15) 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.
- (16) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (17) 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.
- (18) 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.

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.