

Johnson Kelly J
Form 4
January 22, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Kelly J

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)
EVP, Private Client Services Sr

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					4,012	D	
Common Stock	01/18/2018		A	524 ⁽¹⁾ A \$ 47.7	4,536	D	
Common Stock	01/18/2018		M	675 A \$ 54.85	5,211	D	

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

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number.

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	(2)					(3)	(3)	Common Stock	936
2017 Performance Based Restricted Stock (3-year performance)	(2)					(4)	(4)	Common Stock	468
2017 Performance Based Restricted Stock (1-year performance)	(2)					(5)	(5)	Common Stock	571 (6)
2016 Time-Based Restricted Stock	(2)					(7)	(7)	Common Stock	917
2016 Performance Based Restricted Stock (3-year performance)	(2)					(8)	(8)	Common Stock	729
2016 Performance Based Restricted Stock (1-year performance)	(2)					(9)	(9)	Common Stock	1,531

performance)									
2015 Time-Based Restricted Stock	(2)					(10)	(10)	Common Stock	1,500
2015 Performance Based Restricted Stock	(2)					(11)	(11)	Common Stock	1,050
2015 Performance Based Restricted Stock	(2)	01/18/2018		F	1,050	(11)	(11)	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Kelly J 1398 CENTRAL AVE DUBUQUE, IA 52001			EVP,Private Client Services Sr	

Signatures

/s/ Kelly J.
Johnson 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) 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 365 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.

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