

CONLAN JAMES F  
Form 4  
December 28, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
CONLAN JAMES F

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)  
12/26/2012

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

DUBUQUE, IA 52001

(City) (State) (Zip)

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

**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)	
				Code	V	Amount				(A) or (D)
Common Stock	12/26/2012		G			20,449	D	\$ 0	0 <sup>(7)</sup>	D
Common Stock	12/28/2012		A			479	A	\$ 0	1,479 <sup>(6)</sup>	D <sup>(3)</sup>
Common Stock							I		225,602	Spouse's Trust <sup>(1)</sup> <sup>(2)</sup>
Common Stock	12/26/2012		G			22,679	A	\$ 0	67,079	I Trust <sup>(1)</sup> <sup>(4)</sup>
Common Stock	12/26/2012		G			22,680	A	\$ 0	67,080	I Trust <sup>(1)</sup> <sup>(5)</sup>

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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.**

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONLAN JAMES F 1398 CENTRAL AVE. DUBUQUE, IA 52001		X		

## Signatures

/s/ James F.  
Conlan 12/28/2012

\*\*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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) Shares held by Mary Fuller Conlan Trustee UA Dtd 4-13-04 Mary Fuller Conlan Trust.
- (3) Shares held by James F. Conlan Trustee UA Dtd 4-13-04 James F. Conlan Trust.
- (4) Shares held by Mary L. Conlan Trustee UA Dtd 4-13-04 Camille Fuller Conlan 2004 Trust. Includes 1,508 shares held at Raymond James in street name.
- (5)

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Shares held by Mary L. Conlan Trustee UA Dtd 4-13-04 Bridget Fuller Conlan 2004 Trust. Includes 1,509 shares held at Raymond James in street name.

- (6) Includes 1,000 shares of Restricted Stock Units granted under the 2012 Long-Term Incentive Plan. These shares are subject to a one (1) year vesting schedule.
- (7) Double line entry ---- see next line for total.

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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