HEARTLAND FINANCIAL USA INC
Form 4
August 24, 2016

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Saylor Kurt

(Last) (First) (Middle)

1398 CENTRAL AVE

(Street)

DUBUQUE, IA 52001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HEARTLAND FINANCIAL USA INC [HTLF]

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								312,859	I	Trust (1)
Common Stock	08/23/2016		S		1,881	D	$ 35.59	310,978 (2)	I	Trust (1)
Common Stock	08/23/2016		S		3,550	D	$ 35.64	307,428 (2)	I	Trust (1)
Common Stock								127,088	I	Wife's Trust (3)
Common Stock	08/23/2016		S		769	D	$ 35.59	126,319 (2)	I	Wife's Trust (3)

Common Stock	08/23/2016		S	1,450	D	$ 35.64	124,869 (2)	I		Wife's Trust (3)

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

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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. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2014 Performance Based Restricted Stock	(4)							(5)	(5)	Common Stock	1,030	
2014 Time-Based Restricted Stock	(4)							(6)	(6)	Common Stock	1,075	
2015 Performance Based Restricted Stock	(4)							(7)	(7)	Common Stock	995	
2015 Time-Based Restricted Stock	(4)							(8)	(8)	Common Stock	1,350	
2016 Performance Based Restricted	(4)							(9)	(9)	Common Stock	1,000	

Stock (1-year performance)						
2016 Time-Based Restricted Stock	(4)		(10)	(10)	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Saylor Kurt 1398 CENTRAL AVE DUBUQUE, IA 52001	X			

Signatures

/s/ Kurt Saylor	08/24/2016
**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) Shares held by Kurt M. Saylor Trust dated 1-6-1998 for which Reporting Person acts as trustee.

(2) Shares sold pursuant to 10b5-1 Plan effective July 28, 2016

(3) Shares held by Melissa J. Saylor Trust dated 1-6-1998 for which Reporting Person's wife acts as trustee.

(4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

(5) These restricted stock units vest on 1-18-2017 if certain performance measures are achieved by the Issuer.

(6) 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.

(7) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.

(8) 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.

(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 1-19-2017, 1/3 vest on 1/19/2018, and 1/3 vest on 1/19/2019.

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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