

HEARTLAND FINANCIAL USA INC

Form 4

September 07, 2016

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Saylor Kurt

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)  
09/06/2016

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

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

DUBUQUE, IA 52001

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             |                                                                      |                                                                   |
| Common<br>Stock                       | 09/06/2016                              |                                                             | S                                       |                                                                         | 8,875                                                                                                              | D                                                                    | \$<br>36.79                                                       |
| Common<br>Stock                       | 09/06/2016                              |                                                             | S                                       |                                                                         | 7,100                                                                                                              | D                                                                    | \$<br>36.94                                                       |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 117,663                                                                                                            | I                                                                    |                                                                   |
| Common<br>Stock                       | 09/06/2016                              |                                                             | S                                       |                                                                         | 3,625                                                                                                              | D                                                                    | \$<br>36.79                                                       |
|                                       |                                         |                                                             |                                         |                                                                         | 289,784                                                                                                            | I                                                                    | Trust <sup>(1)</sup>                                              |
|                                       |                                         |                                                             |                                         |                                                                         | 280,909 <sup>(2)</sup>                                                                                             | I                                                                    | Trust <sup>(1)</sup>                                              |
|                                       |                                         |                                                             |                                         |                                                                         | 273,809 <sup>(2)</sup>                                                                                             | I                                                                    | Trust <sup>(1)</sup>                                              |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | I                                                                    | Wife's<br>Trust <sup>(3)</sup>                                    |
|                                       |                                         |                                                             |                                         |                                                                         | 114,038 <sup>(2)</sup>                                                                                             | I                                                                    | Wife's<br>Trust <sup>(3)</sup>                                    |

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Common Stock      09/06/2016      S      2,900      D      \$ 36.94      111,138 <sup>(2)</sup>      I      Wife's Trust <sup>(3)</sup>

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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | 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<br>1398 CENTRAL AVE<br>DUBUQUE, IA 52001 | X             |           |         |       |

## Signatures

/s/ Kurt Saylor

09/07/2016

\*\*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 June 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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