FULLER LYNN B
Form 4
January 23, 2018

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 *
FULLER LYNN B

(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)
01/19/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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								592,224	I	As Trustee (1)
Common Stock	01/22/2018		M		1,925	A	$ 55.55	594,149	I	As Trustee (1)
Common Stock	01/20/2018		M		1,667	A	$ 55.5	595,816	I	As Trustee (1)
Common Stock	01/19/2018		M		1,586	A	$ 55.5	597,402	I	As Trustee (1)
Common Stock	01/19/2018		M		1,152	A	$ 55.5	598,554	I	As Trustee (1)

Common Stock		5,000	I	Spouses Trust (2)
Common Stock		301,616	I	Family LLLP (3)
Common Stock		123,078	I	As Trustee (4)
Common Stock		12,188	I	HTLF Retirement Plan (5)
Common Stock		0	D	

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 I S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
2017 Time-Based Restricted Stock	(6)							(7)	(7)	Common Stock	3,455	
2017 Time-Based Restricted Stock	(6)	01/19/2018		F			1,152	(7)	(7)	Common Stock	2,303	
2017 Performance Based Restricted Stock (3-year performance)	(6)							(8)	(8)	Common Stock	1,727	

2017 Performance Based Restricted Stock (1-year performance)	(6)				(9)	(9)	Common Stock	2,108
2016 Time-Based Restricted Stock	(6)				(10)	(10)	Common Stock	3,173
2016 Time-Based Restricted Stock	(6)	01/19/2018	F	1,586	(10)	(10)	Common Stock	1,587
2016 Performance Based Restricted Stock (3-year performance)	(6)				(11)	(11)	Common Stock	2,524
2016 Performance Based Restricted Stock (1-year performance)	(6)				(12)	(12)	Common Stock	5,300
2015 Time-Based Restricted Stock	(6)				(13)	(13)	Common Stock	5,000
2015 Time-Based Restricted Stock	(6)	01/20/2018	F	1,667	(13)	(13)	Common Stock	3,333
2014 Time-Based Restricted Stock	(6)				(14)	(14)	Common Stock	3,467
2013 Time-Based Restricted Stock	(6)				(15)	(15)	Common Stock	1,925
2013 Time-Based Restricted Stock	(6)	01/22/2018	F	1,925	(15)	(15)	Common Stock	0

Reporting Owners

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

Signatures

/s/ Lynn B. Fuller	01/23/2018
**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) These shares are held by Cynthia A Fuller Declaration of Trust under agreement dated 7/2/2015, Cynthia A Fuller, Trustee

(3) 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.

(4) These shares held by Emma O. Fuller Trust dated 9-3-85 Dubuque Bank & Trust, Lynn B Fuller, Trustee

(5) 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.

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

(7) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.

(8) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.

(9) These restricted stock units vest on 1-19-2020 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.

(11) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.

(12) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.

(13) 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.

(14) 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.

(15) 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.

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