

HEARTLAND FINANCIAL USA INC
Form 4
January 19, 2017

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
Murtha Mark G	HEARTLAND FINANCIAL USA INC [HTLF]	(Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
1398 CENTRAL AVE	01/18/2017	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	EVP HR and Org Development
DUBUQUE, IA 52001		6. Individual or Joint/Group Filing(Check Applicable Line)
(City) (State) (Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
		<input type="checkbox"/> 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)	Price		
Common Stock					4,235		D	
Common Stock	01/18/2017		M		613	\$ 46.4	4,848	D
Common Stock	01/18/2017		M		755	\$ 46.4	5,603	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	
2013 Time-Based Restricted Stock	<u>(1)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	1,000
2013 Time-Based Restricted Stock	<u>(1)</u>	01/18/2017		F	1,000	<u>(2)</u>	<u>(2)</u>	Common Stock	0
2014 Performance Based Restricted Stock	<u>(1)</u>					<u>(3)</u>	<u>(3)</u>	Common Stock	1,231
2014 Performance Based Restricted Stock	<u>(1)</u>	01/18/2017		F	1,231	<u>(3)</u>	<u>(3)</u>	Common Stock	0
2014 Time-Based Restricted Stock	<u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	1,375
2015 Performance Based Restricted Stock	<u>(1)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	963
2015 Time-Based Restricted Stock	<u>(1)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	1,375

Stock					
2016 Performance Based Restricted Stock (1-year performance)	(1)	(7)	(7)	Common Stock	1,236 (8)
2016 Performance Based Restricted Stock (3-year performance)	(1)	(9)	(9)	Common Stock	589
2016 Time-Based Restricted Stock	(1)	(10)	(10)	Common Stock	1,111
2017 Time-Based Restricted Stock	(1)	(11)	(11)	Common Stock	770

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murtha Mark G 1398 CENTRAL AVE DUBUQUE, IA 52001			EVP HR and Org Development	

Signatures

/s/ Mark G.
Murtha

01/19/2017

**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) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
 - (2) These restricted stock units will vest on 1/18/2017 per employment agreement terms.
 - (3) These restricted stock units vest on 1-18-2017 if certain performance measures are achieved by the Issuer.
 - (4) 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.
 - (5) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
 - (6) 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.

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- (7) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (8) Reflects the addition of 58 shares earned in 2016 based on exceeding target performance metrics.
- (9) These restricted stock units vest in 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.
- (11) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.

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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