

FULLER LYNN B

Form 4

April 23, 2019

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 *
FULLER LYNN B

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)

DUBUQUE, IA 52001

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/08/2019

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

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock							0	D		
Common Stock							671,406	I	As Trustee <u>(1)</u>	
Common Stock	04/15/2019		G		11,564 <u>(2)</u>	D	\$ 0	659,842	I	As Trustee <u>(1)</u>
Common Stock								5,000	I	Spouses Trust <u>(3)</u>
Common Stock								301,616	I	Family LLLP <u>(4)</u>

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Common Stock	04/17/2019	G	11,564 (5)	A	\$ 0	313,180	I	Family LLLP (4)
Common Stock						59,019	I	GST TRUST
Common Stock	04/08/2019	G	29,000 (6)	A	\$ 0	88,019	I	GST TRUST
Common Stock						12,188	I	HTLF Retirement Plan (7)

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

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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. Pr Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2019 Time-Based Restricted Stock	(8)					(9)	(9)	Common Stock	4,398
2019 Performance Based Restricted Stock (3-year performance)	(8)					(10)	(10)	Common Stock	4,398
2018 Time-Based Restricted Stock	(8)					(11)	(11)	Common Stock	1,528

2018 Performance Based Restricted Stock (3-year performance)	<u>(8)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	3,056
2018 Performance Based Restricted Stock (1-year performance)	<u>(8)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	516
2017 Time-Based Restricted Stock	<u>(8)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	1,152
2017 Performance Based Restricted Stock (3-year performance)	<u>(8)</u>	<u>(14)</u>	<u>(14)</u>	Common Stock	1,727
2017 Performance Based Restricted Stock (1-year performance)	<u>(8)</u>	<u>(15)</u>	<u>(15)</u>	Common Stock	2,108
2015 Time-Based Restricted Stock	<u>(8)</u>	<u>(16)</u>	<u>(16)</u>	Common Stock	1,667

Reporting Owners

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

Signatures

/s/ Lynn B.
Fuller 04/23/2019

**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) Gifted shares to sons for contribution to rebalance family partnership
- (3) These shares are held by Cynthia A Fuller Declaration of Trust under agreement dated 7/2/2015, Cynthia A Fuller, Trustee
- (4) 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.
- (5) Contribution to LLLP to rebalance family partnership
- (6) Final distribution per parental trust agreements
- (7) 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.
- (8) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (9) Of these restricted stock units, 1/3 vest on 3-6-2020, 1/3 vest on 3-6-2021, and 1/3 vest on 3-6-2022.
- (10) These restricted stock units vest in 2022 if certain performance measures are achieved by the Issuer
- (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.
- (12) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (13) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (14) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (15) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (16) 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.

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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