

FOX BRIAN
Form 4
March 12, 2019

FORM 4

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

OMB APPROVAL

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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 *
FOX BRIAN

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)
03/11/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Operations

DUBUQUE, IA 52001

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

(City) (State) (Zip)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					2,000	D ⁽¹⁾	
Common Stock					14,543.1958 ⁽²⁾	I	Trust ⁽³⁾
Common Stock	03/11/2019		M	341 A \$ 45.77	14,884.1958 ⁽²⁾	I	Trust ⁽³⁾

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. I De Sec (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2018 Time-Based Restricted Stock	(4)					(5)	(5)	Common Stock	533
2018 Performance Based Restricted Stock (3-year performance)	(4)					(6)	(6)	Common Stock	1,066
2018 Performance Based Restricted Stock (1-year performance)	(4)					(7)	(7)	Common Stock	180 (8)
2017 Time-Based Restricted Stock	(4)					(9)	(9)	Common Stock	299
2017 Performance Based Restricted Stock (3-year performance)	(4)					(10)	(10)	Common Stock	448
2017 Performance Based Restricted	(4)					(11)	(11)	Common Stock	547

Stock (1-year performance)									
2016 Performance Based Restricted Stock (3-year performance)	(4)				(12)	(12)	Common Stock	698	
2015 Time-Based Restricted Stock	(4)				(13)	(13)	Common Stock	583	
2014 Time-Based Restricted Stock	(4)				(14)	(14)	Common Stock	490	
2014 Time-Based Restricted Stock	(4)	03/11/2019		M	490	(14)	(14)	Common Stock	0 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOX BRIAN 1398 CENTRAL AVE DUBUQUE, IA 52001			EVP, Operations	

Signatures

/s/ Brian Fox 03/12/2019

**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 in an IRA.
- (2) These shares participate in a Dividend Reinvestment Plan.
- (3) These shares held by Fox Revocable Trust dated 11/19/2001, Brian J Fox and Brenda J Fox, Trustees
- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (5) Of these restricted stock units, 1/3 vest on 3-6-2019, 1/3 vest on 3-6-2020, and 1/3 vest on 3-6-2021.
- (6) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (7) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.

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- (8) Reflects the forfeiture of 619 Performance Based Restricted Stock Units granted but not earned in 2018.
- (9) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (10) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (11) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (12) These restricted stock units vest in 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.

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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