

HEARTLAND FINANCIAL USA INC
 Form 4
 March 14, 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 *
 Quick Janet M

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)
 03/11/2017

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock					8,626	D	
Common Stock	03/11/2017		M		146 A \$ 50.2	D	
Common Stock					654 ⁽¹⁾	I	401 (k)
Common Stock					421.092 ⁽¹⁾	I	IRA
Common Stock					265	I	Pension Plan

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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. Amount or Number of Shares
2017 Time-Based Restricted Stock	(2)					(3) (3)	Common Stock	650
2017 Performance Based Restricted Stock (3-year performance)	(2)					(4) (4)	Common Stock	324
2017 Performance Based Restricted Stock (1-year performance)	(2)					(5) (5)	Common Stock	650
2016 Time-Based Restricted Stock	(2)					(6) (6)	Common Stock	649
2016 Performance Based Restricted Stock (3-year performance)	(2)					(7) (7)	Common Stock	516

2016 Performance Based Restricted Stock (1-year performance)	<u>(2)</u>				<u>(8)</u>	<u>(8)</u>	Common Stock	1,084
2015 Time-Based Restricted Stock	<u>(2)</u>				<u>(9)</u>	<u>(9)</u>	Common Stock	650
2014 Time-Based Restricted Stock	<u>(2)</u>				<u>(10)</u>	<u>(10)</u>	Common Stock	650
2014 Time-Based Restricted Stock	<u>(2)</u>	03/11/2017	F	217	<u>(10)</u>	<u>(10)</u>	Common Stock	433
2013 Time-Based Restricted Stock	<u>(2)</u>				<u>(11)</u>	<u>(11)</u>	Common Stock	233

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quick Janet M 1398 CENTRAL AVE DUBUQUE, IA 52001			EVP, Principal Acctg Officer	

Signatures

/s/ Janet M
Quick

03/14/2017

**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) Based on a plan statement dated October 2016
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (4) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (5) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.

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- (6) 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.
- (7) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (8) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (9) 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.
- (10) 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.
- (11) 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.

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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