

FULLER LYNN B
Form 4
January 21, 2005

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 *
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)

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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)
Common Stock	01/21/2005		M	13,500 A	\$ 12 497,389 ⁽⁶⁾	I	As Trustee ⁽²⁾
Common Stock					21,000	I	Partnership
Common Stock					6,000	I	By Spouse ⁽¹⁾
Common Stock					1,676.503 ⁽⁵⁾	I	By Son ⁽¹⁾
Common Stock					116,772	I	As Trustee ^{(1) (3)}

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Common Stock	502.942 ⁽⁵⁾	I	Minor Son ⁽¹⁾
Common Stock	2,583.159 ⁽⁵⁾	I	IRA

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 12	01/21/2005		M	13,500	⁽⁴⁾	01/17/2010	Common Stock	13,500
Non-Qualified Stock Option (Right to Buy)	\$ 8.67					⁽⁴⁾	06/01/2011	Common Stock	15,000
Non-Qualified Stock Option (Right to Buy)	\$ 8.8					⁽⁴⁾	01/15/2012	Common Stock	8,200
Non-Qualified Stock Option (Right to Buy)	\$ 11.84					⁽⁴⁾	01/21/2013	Common Stock	15,000
Non-Qualified Stock Option (Right To Buy)	\$ 19.48					⁽⁴⁾	01/20/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		President & CEO	

FULLER LYNN B
1398 CENTRAL AVE.
DUBUQUE, IA 52001

Signatures

/s/ Lynn B.
Fuller

01/21/2005

**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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (2) Shares held by Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (3) Shares held by the Emma O. Fuller Trust dated 9-3-85 Dubuque Bank & Trust, L.S. Fuller & L.B. Fuller, co-trustees
- (4) Represents options to buy granted under the Company's 1993 Stock Option Plan, a Rule 16(b)(3) plan, which options vest one-third per year beginning on the 3rd anniversary of date of grant.
- (5) These shares participate in a Dividend Reinvestment Plan.
- (6) Includes 1,097 shares purchased through the Employee Stock Purchase Plan on 12/31/04.

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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