

FALB MARK C  
Form 4  
June 06, 2018

**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 \*  
FALB MARK C

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)  
06/05/2018

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 38,798  | I  | As Trustee (1)                    |
| Common Stock                    | 06/05/2018                           |  | M                              | 1,220 A \$ 56.45  | 40,018  | I  | As Trustee (1)                    |
| Common Stock                    |                                      |  |                                |   | 68,856  | I  | Spouse, Trust (2)                 |

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

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**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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                    | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                      | (D)                        |
| 2017 Director Restricted Stock Unit        | (3)  |                                      |  |                                |   | (4)  | (4)   | Common Stock             | 1,220                      |
| 2017 Director Restricted Stock Unit        | (3)  | 06/05/2018                           |  | M                              | 1,220   | (4)  | (4)   | Common Stock             | 0 \$ 5                     |
| 2018 Director Restricted Stock Units       | (3)  |                                      |  |                                |   | (4)  | (4)   | Common Stock             | 1,390                      |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| FALB MARK C<br>1398 CENTRAL AVE.<br>DUBUQUE, IA 52001 | X             |           |         |       |

## Signatures

/s/ Mark C. Falb 06/06/2018

\*\*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).

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- (1) These shares are held by Mark C. Falb Revocable Trust, Mark C. Falb Trustee
- (2) These shares are held by Cheryl A. Falb Revocable Trust, Cheryl A. Falb Trustee
- (3) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (4) These restricted stock units are granted under the 2012 Long-term Incentive Plan. These shares are subject to a one (1) year vesting schedule.

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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