

HEARTLAND FINANCIAL USA INC  
 Form 4  
 January 05, 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 \*  
 Saylor Kurt

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)  
 12/30/2016

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

DUBUQUE, IA 52001  
 (City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock					0	D	
Common Stock					211,684	I	Trust <sup>(1)</sup>
Common Stock	12/30/2016		M	<u>2,334</u> <sup>(2)</sup> A \$ 48	214,018	I	Trust <sup>(1)</sup>
Common Stock					85,763	I	Wife's Trust <sup>(3)</sup>

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
2014 Performance Based Restricted Stock	(4)					(5) (5)	Common Stock	1,030
2014 Time-Based Restricted Stock	(4)					(6) (6)	Common Stock	1,075
2014 Time-Based Restricted Stock	(4)	12/30/2016		M	1,075 (2)	(6) (6)	Common Stock	0
2015 Performance Based Restricted Stock	(4)					(7) (7)	Common Stock	995
2015 Time-Based Restricted Stock	(4)					(8) (8)	Common Stock	1,350
2015 Time-Based Restricted Stock	(4)	12/30/2016		M	1,350 (2)	(8) (8)	Common Stock	0
	(4)					(9) (9)		1,000

2016 Performance Based Restricted Stock (1-year performance)								Common Stock	
2016 Time-Based Restricted Stock	(4)					(10)	(10)	Common Stock	1,000
2016 Time-Based Restricted Stock	(4)	12/30/2016		M	1,000 (2)	(10)	(10)	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Saylor Kurt 1398 CENTRAL AVE DUBUQUE, IA 52001		X		

## Signatures

/s/ Kurt Saylor 01/05/2017

\_\_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) These shares are held by Kurt M. Saylor Trust dated 1-6-1998 for which Reporting Person acts as trustee.
- (2) The vesting of these shares was accelerated per Restricted Stock Unit agreements dated 3/11/2014, 1/20/2015, and 1/19/2016 due to qualified retirement.
- (3) These shares are held by Melissa J. Saylor Trust dated 1-6-1998 for which Reporting Person's wife acts as trustee.
- (4) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (5) These restricted stock units vest on 1-18-2017 if certain performance measures are achieved by the Issuer.
- (6) 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, subject to acceleration pursuant to qualified retirement
- (7) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (8) 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, subject to acceleration pursuant to qualified retirement
- (9) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (10) 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, subject to acceleration pursuant to qualified retirement

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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