

Brown Sanford C
 Form 3
 January 09, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *
 Â Brown Sanford C
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/01/2006

3. Issuer Name and Ticker or Trading Symbol
 HEARTLAND PAYMENT SYSTEMS INC [HYP]

4. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 _____ Director _____ 10% Owner
 Officer _____ Other
 (give title below) (specify below)
 Chief Sales Officer

5. 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

C/O HEARTLAND PAYMENT SYSTEMS, INC.,Â 90 NASSAU STREET
 (Street)

PRINCETON,Â NJÂ 08542
 (City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	80,000	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	08/18/2003	08/18/2013	Common Stock	4,000	\$ 5	D	Â
Stock Options (right to buy)	Â (1)	01/15/2014	Common Stock	20,000	\$ 6.25	D	Â
Stock Options (right to buy)	01/15/2004	01/15/2014	Common Stock	1,250	\$ 6.25	D	Â
Stock Options (right to buy)	04/16/2004	04/16/2014	Common Stock	5,476	\$ 7.5	D	Â
Stock Options (right to buy)	08/10/2004	08/10/2014	Common Stock	23,706	\$ 9.275	D	Â
Stock Options (right to buy)	08/10/2004	08/10/2014	Common Stock	2,142	\$ 9.275	D	Â
Stock Options (right to buy)	04/01/2005	04/01/2010	Common Stock	26,999	\$ 9.8	D	Â
Stock Options (right to buy)	04/01/2005	04/01/2010	Common Stock	7,015	\$ 9.8	D	Â
Stock Options (right to buy)	07/14/2005	07/14/2010	Common Stock	3,498	\$ 11	D	Â
Stock Options (right to buy)	09/12/2005	09/12/2010	Common Stock	3,042	\$ 26.66	D	Â
Stock Options (right to buy)	12/23/2005	12/23/2010	Common Stock	16,910	\$ 21.55	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Brown Sanford C
C/O HEARTLAND PAYMENT SYSTEMS, INC.
90 NASSAU STREET
PRINCETON, NJ 08542

Director	10% Owner	Officer	Other
Â	Â	Â Chief Sales Officer	Â

Signatures

/s/ Sanford
Brown

01/09/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

Of the 20,000 shares of stock underlying the option grant, an option for 5,000 shares became exercisable on January 15, 2004, an option (1) for 5,000 shares became exercisable on January 15, 2005, an option for 5,000 shares will vest on January 15, 2006 and an option for the remaining 5,000 shares will vest on January 15, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.