

HEARTLAND FINANCIAL USA INC
 Form 4
 January 23, 2017

FORM 4

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

OMB APPROVAL

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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)
 01/19/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & 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					580,995	I	As Trustee (1)
Common Stock	01/19/2017		M	1,587 A	\$ 46.25 582,582	I	As Trustee (1)
Common Stock	01/20/2017		M	1,925 A	\$ 46.85 584,507	I	As Trustee (1)
Common Stock					5,000	I	Spouses Trust (2)
Common Stock					301,616	I	Family LLLP (3)

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Common Stock	123,078	I	As Trustee <u>(4)</u>
Common Stock	12,188	I	HTLF Retirement Plan <u>(5)</u>
Common Stock	0	D	

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2013 Time-Based Restricted Stock	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock 3,850
2013 Time-Based Restricted Stock	<u>(6)</u>	01/20/2017	01/23/2017	F	1,925	<u>(7)</u>	<u>(7)</u>	Common Stock 1,925
2014 Time-Based Restricted Stock	<u>(6)</u>					<u>(8)</u>	<u>(8)</u>	Common Stock 5,200
2015 Performance Based Restricted Stock	<u>(6)</u>					<u>(9)</u>	<u>(9)</u>	Common Stock 3,500
	<u>(6)</u>					<u>(10)</u>	<u>(10)</u>	5,000

2015 Time-Based Restricted Stock								Common Stock	
2016 Performance Based Restricted Stock (1-year performance)	(6)					(11)	(11)	Common Stock	5,300
2016 Performance Based Restricted Stock (3-year performance)	(6)					(12)	(12)	Common Stock	2,524
2016 Time-Based Restricted Stock	(6)					(13)	(13)	Common Stock	4,760
2016 Time-Based Restricted Stock	(6)	01/19/2017		F	1,587	(13)	(13)	Common Stock	3,173
2017 Time-Based Restricted Stock	(6)					(14)	(14)	Common Stock	3,455

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER LYNN B 1398 CENTRAL AVE. DUBUQUE, IA 52001	X		Chairman & CEO	

Signatures

/s/ Lynn B.
Fuller 01/23/2017

__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 Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (2) These shares are held by Cynthia A Fuller Declaration of Trust under agreement dated 7/2/2015, Cynthia A Fuller, Trustee
- (3) These shares are held by LBF Heartland Partnership LLLC - Lynn B Fuller is the General Partner. Wife and two (2) adult sons are Limited Partners.
- (4) These shares held by Emma O. Fuller Trust dated 9-3-85 Dubuque Bank & Trust, Lynn B Fuller, Trustee
- (5) Represents shares allocated to the reporting person's account under the Heartland Financial USA, Inc. Retirement Plan as a result of the Pension Plan Protectin Act of 2006.
- (6) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (7) 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.
- (8) 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.
- (9) These restricted stock units vest on 1-18-2018 if certain performance measures are achieved by the Issuer.
- (10) 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.
- (11) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (12) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (13) 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.
- (14) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.

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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