

Saylor Kurt
Form 4
August 15, 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)
08/10/2017

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 | | | | | 215,398 | I | Trust ⁽¹⁾ |
| Common Stock | 08/10/2017 | | M | 435 A \$ 45.75 | 215,833 | I | Trust ⁽¹⁾ |
| Common Stock | | | | | 85,763 | I | Wife's Trust ⁽²⁾ |
| Common Stock | | | | | 0 | D | |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| 2017 Director Restricted Stock Unit | (3) | | | | | (4) (4) | Common Stock | 1,035 |
| 2016 Performance Based Restricted Stock (1-year performance) | (3) | | | | | (5) (5) | Common Stock | 700 |
| 2016 Performance Based Restricted Stock (1-year performance) | (3) | 08/10/2017 | | M | 700 (6) | (5) (5) | 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

08/15/2017

**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) These shares are held by Melissa J. Saylor Trust dated 1-6-1998 for which Reporting Person's wife acts as 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 and are subject to a one (1) year vesting schedule.
- (5) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (6) The vesting of these shares was accelerated per Restricted Stock Agreement dated 3/8/2016 due 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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