

HEARTLAND FINANCIAL USA INC
 Form 4
 November 22, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Quick Janet M

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)
 11/22/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Principal Acctg Officer

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)
Common Stock					7,778	D	
Common Stock	11/22/2016		M	1,500 A	\$ 0 7,778 ⁽¹⁾	D	
Common Stock	11/22/2016		F	302 A	\$ 42.5 8,080	D	
Common Stock					421.092 ⁽²⁾	I	IRA
Common Stock					265	I	Pension Plan

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Common Stock 654 ⁽²⁾ I 401 (k)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2012 Time-Based Restricted Stock	(3)					(4) (4)	Common Stock 334
2013 Time-Based Restricted Stock	(3)					(5) (5)	Common Stock 467
2014 Time-Based Restricted Stock	(3)					(6) (6)	Common Stock 650
2015 Time-Based Restricted Stock	(3)					(7) (7)	Common Stock 650
2016 Performance Based Restricted Stock (1-year performance)	(3)					(8) (8)	Common Stock 1,03
	(3)					(9) (9)	516

2016 Performance Based Restricted Stock (3-year performance)								Common Stock	
2016 Time-Based Restricted Stock	(3)				(10)	(10)		Common Stock	974
Non-Qualified Stock Option (Right To Buy)	\$ 29.65				(11)	01/16/2017		Common Stock	1,500
Non-Qualified Stock Option (Right To Buy)	\$ 29.65	11/22/2016	M	1,500	(11)	01/16/2017		Common Stock	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quick Janet M 1398 CENTRAL AVE DUBUQUE, IA 52001			EVP, Principal Acctg Officer	

Signatures

/s/ Janet M Quick 11/22/2016

**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) multi-line entry...see next line for total
- (2) Based on a plan statement dated October 2016
- (3) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (4) Of these restricted stock units, 1/3 vest on 1-17-2015, 1/3 vest on 1-17-2016, and 1/3 vest on 1-17-2017.
- (5) 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.
- (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.
- (7) 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.
- (8) These restricted stock units vest on 1-19-2019 if certain performance measures are achieved by the Issuer.
- (9) These restricted stock units vest in 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.

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- (11) Represents options to buy granted under the Company's Stock Option Plan, a Rule 16(b)(3) plan, which options vest one-third per year beginning on the 3rd anniversary of date of grant.

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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