

Townsend Andrew E
 Form 4
 January 24, 2019

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 *
 Townsend Andrew E

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)
 01/22/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Chief Credit 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 1,163 | I | 401(k) |
| Common Stock | | | | | 24,655 | D ⁽¹⁾ | |
| Common Stock | 01/22/2019 | | A | 406 ⁽²⁾ A \$ 41.75 | 25,061 | D ⁽¹⁾ | |
| Common Stock | 01/22/2019 | | M | 921 A \$ 47.54 | 25,982 | D | |
| Common Stock | 01/22/2019 | | M | 436 A \$ 47.54 | 26,418 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|--------|---|
| Common Stock | 01/22/2019 | M | 270 | A | \$ 47.54 | 26,688 | D |
| Common Stock | 01/22/2019 | M | 225 | A | \$ 47.54 | 26,913 | D |
| Common Stock | 01/22/2019 | M | 297 | A | \$ 47.54 | 27,210 | 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2018 Time-Based Restricted Stock | (3) | | | | | (4) | (4) | Common Stock | 785 |
| 2018 Performance Based Restricted Stock (3-year performance) | (3) | | | | | (5) | (5) | Common Stock | 1,047 |
| 2018 Performance Based Restricted Stock (1-year performance) | (3) | | | | | (6) | (6) | Common Stock | 785 |
| 2017 Time-Based Restricted | (3) | | | | | (7) | (7) | Common Stock | 689 |

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| | | | | | | | | |
|---|-----|------------|---|-------|------|------|-----------------|----------|
| Stock | | | | | | | | |
| 2017 Time-Based Restricted Stock | (3) | 01/22/2019 | F | 345 | (7) | (7) | Common Stock | 344 |
| 2017 Performance Based Restricted Stock (3-year performance) | (3) | | | | (8) | (8) | Common Stock | 516 |
| 2017 Performance Based Restricted Stock (1-year performance) | (3) | | | | (9) | (9) | Common Stock | 631 |
| 2016 Time-Based Restricted Stock | (3) | | | | (10) | (10) | Common Stock | 667 (11) |
| 2016 Time-Based Restricted Stock | (3) | 01/22/2019 | F | 667 | (10) | (10) | Common Stock | 0 (11) |
| 2016 Time-Based Restricted Stock | (3) | | | | (10) | (10) | Common Stock | 413 |
| 2016 Time-Based Restricted Stock | (3) | 01/22/2019 | F | 413 | (10) | (10) | Common Stock | 0 |
| 2016 Performance Based Restricted Stock (3-year performance) | (3) | | | | (12) | (12) | Common Stock | 657 |
| 2016 Performance Based Restricted Stock (1-year performance) | (3) | | | | (12) | (12) | Common Stock | 1,379 |
| | (3) | 01/22/2019 | F | 1,379 | (12) | (12) | | 0 |

| | | | | | | | | | |
|---|-----|------------|--|---|-----|------|------|-----------------|-----|
| 2016 Performance Based Restricted Stock (1-year performance) | | | | | | | | Common Stock | |
| 2015 Time-Based Restricted Stock | (3) | | | | | (13) | (13) | Common Stock | 833 |
| 2015 Time-Based Restricted Stock | (3) | 01/22/2019 | | F | 416 | (13) | (13) | Common Stock | 417 |
| 2014 Time-Based Restricted Stock | (3) | | | | | (14) | (14) | Common Stock | 417 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Townsend Andrew E 1398 CENTRAL AVE DUBUQUE, IA 52001 | | | EVP, Chief Credit Officer | |

Signatures

/s/ Andrew E
Townsend

01/24/2019

**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 in Jt. Ten.
- (2) Includes shares purchased through the Employee Stock Purchase Program
- (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 3-6-2019, 1/3 vest on 3-6-2020, and 1/3 vest on 3-6-2021.
- (5) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (6) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (7) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (8) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.

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- (9) These restricted stock units vest on 1-19-2020 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.
- (11) These restricted stock units were granted outside of the annual awarding of restricted stock units due to employment change.
- (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 1-20-2018, 1/3 vest on 1-20-2019, and 1/3 vest on 1-20-2020.
- (14) 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.

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.