McKeag Bryan Form 4 March 21, 2019

FORM 4

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

Check this box if no longer subject to

Form 4 or

Section 16. Form 5 obligations

may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McKeag Bryan Issuer Symbol HEARTLAND FINANCIAL USA (Check all applicable) INC [HTLF] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 1398 CENTRAL AVE. 03/19/2019 Chief Financial Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

DUBUQUE, IA 52001

_	•						Person				
(City)	(State) ((State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Ownership 7. Nature Beneficia Indirect Indirect Ownership (Instr. 4) Beneficia Ownership (Instr. 4) Indirect Ind				
Common Stock							0	D			
Common Stock							17,198	I	Trust (1)		
Common Stock	03/19/2019		M	620	A	\$ 45.77	17,818	I	Trust (1)		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

X Form filed by One Reporting Person Form filed by More than One Reporting

Edgar Filing: McKeag Bryan - Form 4

number.

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ecurities Expiration Da (Month/Day/Y cquired (A) r Disposed of D) nstr. 3, 4,		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2019 Time-Based Restricted Stock	(2)					(3)	(3)	Common Stock	0
2019 Time-Based Restricted Stock	<u>(2)</u>	03/19/2019		A	2,247	(3)	(3)	Common Stock	2,247
2019 Performance Based Restricted Stock (3-year performance)	<u>(2)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	0
2019 Performance Based Restricted Stock (3-year performance)	(2)	03/19/2019		A	2,247	<u>(4)</u>	<u>(4)</u>	Common Stock	2,247
2018 Time-Based Restricted Stock	(2)					<u>(5)</u>	<u>(5)</u>	Common Stock	726
2018 Performance Based Restricted Stock (3-year performance)	<u>(2)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	1,453
	<u>(2)</u>					<u>(7)</u>	<u>(7)</u>		245

Edgar Filing: McKeag Bryan - Form 4

2018 Performance Based Restricted Stock (1-year performance)							Common Stock	
2017 Time-Based Restricted Stock	(2)				(8)	<u>(8)</u>	Common Stock	540
2017 Performance Based Restricted Stock (3-year performance)	(2)				(9)	<u>(9)</u>	Common Stock	810
2017 Performance Based Restricted Stock (1-year performance)	(2)				(10)	(10)	Common Stock	989
2016 Performance Based Restricted Stock (3-year performance)	<u>(2)</u>				<u>(11)</u>	(11)	Common Stock	620 (12)
2016 Performance Based Restricted Stock (3-year performance)	(2)	03/19/2019	M	62	0 (11)	<u>(11)</u>	Common Stock	0
2015 Time-Based Restricted Stock	(2)				(13)	(13)	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting owner runner runners	Director	10% Owner	Officer	Other				
McKeag Bryan 1398 CENTRAL AVE. DUBUQUE, IA 52001			Chief Financial Officer					

Reporting Owners 3

Signatures

/s/ Bryan 03/21/2019 McKeag

**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 Bryan R and Linda M McKeag Living Trust dated 02-18-2009
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (3) Of these restricted stock units, 1/3 vest on 3-6-2020, 1/3 vest on 3-6-2021, and 1/3 vest on 3-6-2022.
- (4) These restricted stock units vest in 2022 if certain performance measures are achieved by the Issuer
- (5) 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.
- (6) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (7) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (8) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (9) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (10) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (11) These restricted stock units vest in 2019 if certain performance measures are achieved by the Issuer.
- (12) Reflects the forfeiture of 222 Performance Based Restricted Stock Units granted but not earned during performance period.
- (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.

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.

Signatures 4