

MILLER MELVIN E  
 Form 4  
 May 02, 2012

**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 \*  
 MILLER MELVIN 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)  
 05/01/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Investment 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2012		G	V Amount (D) Price 636 D \$ 0	0 <sup>(6)</sup>	D	
Common Stock	05/01/2012		M	A \$ 11.84	0 <sup>(6)</sup>	D	
Common Stock	05/01/2012		S	D \$ 19.3	25,768 <sup>(4)</sup> <sup>(5)</sup>	D <sup>(1)</sup>	
Common Stock					6,230	I	IRA
Common Stock					7,680	I	Retirement Fund

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Common Stock	3,899 <sup>(3)</sup>	I	HRT Retirement Plan
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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy)	\$ 11.84	05/01/2012		M	4,500	<u>(2)</u>	01/21/2013	Common Stock	0
Non-Qualified Stock Option (Right to Buy)	\$ 19.48					<u>(2)</u>	01/20/2014	Common Stock	3,000
Non-Qualified Stock Option (Right to Buy)	\$ 21					<u>(2)</u>	02/10/2015	Common Stock	5,000
Non-Qualified Stock Option (Right to Buy)	\$ 21.6					<u>(2)</u>	02/06/2016	Common Stock	1,500
Non-Qualified Stock Option (Right to Buy)	\$ 29.65					<u>(2)</u>	01/16/2017	Common Stock	1,500
Non-Qualified Stock Option (Right to Buy)	\$ 18.6					<u>(2)</u>	01/24/2018	Common Stock	2,500

