

BOK SCOTT L
Form 4
June 19, 2008

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 *
GREENHILL CAPITAL PARTNERS, LLC

2. Issuer Name and Ticker or Trading Symbol
HEARTLAND PAYMENT SYSTEMS INC [HPY]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
300 PARK AVENUE, 23RD FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2008

____ Director
____ Officer (give title below) Other (specify below)
Shareholder w/ Board Represent

NEW YORK, NY 10022

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock; par value \$0.001 per share	06/02/2008		J(1)(2)(3)(4)(5)		1,688,214	D	$\frac{(1)}{(3)} \frac{(2)}{(4)} \frac{(5)}{(7)}$
Common Stock; par value \$0.001 per share	06/17/2008		S(6)		63,526	D	\$ 26.99 0 $\frac{(1)}{(5)} \frac{(2)}{(7)}$ $\frac{(3)}{(4)}$

Through limited partnerships (1) (2) (3) (4) (5) (7)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENHILL CAPITAL PARTNERS, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022				Shareholder w/ Board Represent
GCP MANAGING PARTNER, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022				Shareholder w/ Board Represent
GCP, L.P. 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022				Shareholder w/Bd. Rep
GCP 2000, LLC 300 PARK AVENUE, 23RD FLOOR NEW YORK, NY 10022				Shareholder w/Bd. Rep
GREENHILL & CO INC 300 PARK AVENUE NEW YORK, NY 10022				Shareholder w/Bd. Rep
GREENHILL ROBERT F				Shareholder w/Bd. Rep

BOK SCOTT L

Shareholder w/Bd. Rep

NIEHAUS ROBERT H
300 PARK AVE 23RD FLOOR
NEW YORK, NY 10022

Shareholder w/Bd. Rep

Signatures

/s/ Jodi B. Ganz, Greenhill Capital Partners, LLC, By: Jodi B. Ganz, Secretary	06/18/2008
__Signature of Reporting Person	Date
/s/ Jodi B. Ganz, GCP Managing Partner, L.P., By: Greenhill Capital Partners, LLC, its general partner	06/18/2008
__Signature of Reporting Person	Date
/s/ Jodi B. Ganz, GCP, L.P. , By: GCP 2000, LLC, its general partner, By: Jodi B. Ganz, Secretary	06/18/2008
__Signature of Reporting Person	Date
/s/ Jodi B. Ganz, GCP 2000, LLC, By: Jodi B. Ganz, Secretary	06/18/2008
__Signature of Reporting Person	Date
/s/ Jodi B. Ganz, Greenhill & Co., Inc., By: Jodi B. Ganz, Acting General Counsel and Secretary	06/18/2008
__Signature of Reporting Person	Date
/s/ Robert F. Greenhill, Robert F. Greenhill	06/18/2008
__Signature of Reporting Person	Date
/s/ Scott L. Bok, Scott L. Bok	06/18/2008
__Signature of Reporting Person	Date
/s/ Robert H. Niehaus, Robert H. Niehaus	06/18/2008
__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) This Form 4 is being filed by more than one reporting person.
Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. GCP Managing Partner, L.P. and GCP, L.P. are general partners (the "General Partners") of Greenhill Capital Partners, L.P. (the "Main Fund"), which distributed 1,033,702 shares of Common Stock on a pro-rata basis to its limited partners and is now the record owner of zero shares of Common Stock following the distribution, Greenhill Capital Partners (Executives), L.P. (the "Executives Fund"), which distributed 166,869 shares of Common Stock on a pro-rata basis to its limited partners and is now the record owner of zero shares of Common Stock following the distribution,
 - (2) Greenhill Capital, L.P. (the "Employee Fund"), which distributed 315,286 shares of Common Stock on a pro-rata basis to its limited partners and is now the record owner of zero shares of Common Stock following the distribution, and Greenhill Capital Partners (Cayman), L.P., which distributed 172,357 shares of Common Stock on a pro-rata basis to its limited partners and is now the record owner of zero shares of Common Stock following the distribution.
 - (3) GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Mr. Niehaus is also a member of the Board of Directors of the Issuer.
 - (4)
 - (5)

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In connection with the pro rata distributions by the Main Fund, the Executives Fund, the Employee Fund and the General Partners, Greenhill Capital Partners, LLC became the direct holder of 63,526 shares of Common Stock.

- (6) On June 17, 2008, Greenhill Capital Partners, LLC sold all of its remaining shares of Common Stock.
- (7) Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein.

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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