

FULLER LYNN B

Form 4

April 23, 2019

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FULLER LYNN B

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)  
04/08/2019

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Executive Operating Chairman

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)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock							0	D		
Common Stock							671,406	I	As Trustee <u>(1)</u>	
Common Stock	04/15/2019		G		11,564 <u>(2)</u>	D	\$ 0	659,842	I	As Trustee <u>(1)</u>
Common Stock								5,000	I	Spouses Trust <u>(3)</u>
Common Stock								301,616	I	Family LLLP <u>(4)</u>

Edgar Filing: FULLER LYNN B - Form 4

Common Stock	04/17/2019	G	11,564 (5)	A	\$ 0	313,180	I	Family LLLP (4)
Common Stock						59,019	I	GST TRUST
Common Stock	04/08/2019	G	29,000 (6)	A	\$ 0	88,019	I	GST TRUST
Common Stock						12,188	I	HTLF Retirement Plan (7)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
2019 Time-Based Restricted Stock	(8)					(9)	(9)	Common Stock 4,398
2019 Performance Based Restricted Stock (3-year performance)	(8)					(10)	(10)	Common Stock 4,398
2018 Time-Based Restricted Stock	(8)					(11)	(11)	Common Stock 1,528

2018 Performance Based Restricted Stock (3-year performance)	<u>(8)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	3,056
2018 Performance Based Restricted Stock (1-year performance)	<u>(8)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	516
2017 Time-Based Restricted Stock	<u>(8)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	1,152
2017 Performance Based Restricted Stock (3-year performance)	<u>(8)</u>	<u>(14)</u>	<u>(14)</u>	Common Stock	1,727
2017 Performance Based Restricted Stock (1-year performance)	<u>(8)</u>	<u>(15)</u>	<u>(15)</u>	Common Stock	2,108
2015 Time-Based Restricted Stock	<u>(8)</u>	<u>(16)</u>	<u>(16)</u>	Common Stock	1,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FULLER LYNN B 1398 CENTRAL AVE. DUBUQUE, IA 52001	X		Executive Operating Chairman	

## Signatures

/s/ Lynn B.  
Fuller 04/23/2019

\*\*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 by Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (2) Gifted shares to sons for contribution to rebalance family partnership
- (3) These shares are held by Cynthia A Fuller Declaration of Trust under agreement dated 7/2/2015, Cynthia A Fuller, Trustee
- (4) These shares are held by LBF Heartland Partnership LLLC - Lynn B Fuller is the General Partner. Wife and two (2) adult sons are Limited Partners.
- (5) Contribution to LLLP to rebalance family partnership
- (6) Final distribution per parental trust agreements
- (7) Represents shares allocated to the reporting person's account under the Heartland Financial USA, Inc. Retirement Plan as a result of the Pension Plan Protectin Act of 2006.
- (8) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- (9) 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.
- (10) These restricted stock units vest in 2022 if certain performance measures are achieved by the Issuer
- (11) Of these restricted stock units, 1/3 vest in 01-2018, 1/3 vest in 01-2019 and 1/3 vest in 01-2020.
- (12) These restricted stock units vest in 2021 if certain performance measures are achieved by the Issuer.
- (13) These restricted stock units vest on 3-6-2021 if certain performance measures are achieved by the Issuer.
- (14) These restricted stock units vest in 2020 if certain performance measures are achieved by the Issuer.
- (15) These restricted stock units vest on 1-19-2020 if certain performance measures are achieved by the Issuer.
- (16) 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.