**FULLER LYNN B** 

Form 4

February 06, 2006

# FORM 4

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

OMB Number: 3235-0287

Estimated average

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

HEARTLAND FINANCIAL USA

Symbol

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

*See* Instruction 1(b).

(Print or Type Responses)

FULLER LYNN B

1. Name and Address of Reporting Person \*

	INC [HTLF]						(Спеск ан аррисавіе)					
(Last) (First) (Middle) 1398 CENTRAL AVE.			3. Date of Earliest Transaction (Month/Day/Year) 02/06/2006				X Director 10% Owner Selection Officer (give title Other (specify below)  President & CEO					
DUBUQUE	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securities A	cquired, Disposed	l of, or Benefic	ially Owned			
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)			
Stock							40,000 (6)	D				
Common Stock							499,439	I	As Trustee			
Common Stock							21,000	I	Partnership			
Common Stock							6,000 (1)	I	By Spouse			
Common Stock							1,754.84 <u>(1)</u> <u>(5)</u>	I	By Son			

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Common Stock	116,772 <u>(1)</u>	I	As Trustee (3)
Common Stock	509.723 (1) (5)	I	Minor Son
Common Stock	2,625.171 <u>(5)</u>	I	IRA

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	tionDo Se ) Ac or (C	5. Number Derivative Securities Acquired ( or Dispose D) Instr. 3, 4 and 5)	e (A) sed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	Į	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 8.67							<u>(4)</u>	06/01/2011	Common Stock	15,0
Non-Qualified Stock Option (Right to Buy)	\$ 8.8							<u>(4)</u>	01/15/2012	Common Stock	8,2
Non-Qualified Stock Option (Right to Buy)	\$ 11.84							<u>(4)</u>	01/21/2013	Common Stock	15,0
Non-Qualified Stock Option (Right To Buy)	\$ 19.48							<u>(4)</u>	01/20/2014	Common Stock	15,0
Non-Qualified Stock Option (Right to Buy)	\$ 21							<u>(4)</u>	02/10/2015	Common Stock	15,0
Non-Qualified Stock Option (Right to Buy	\$ 21.6	02/06/2006		A	1	10,000		<u>(4)</u>	02/06/2016	Common Stock	10,0

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FULLER LYNN B

1398 CENTRAL AVE. X President & CEO

DUBUQUE, IA 52001

# **Signatures**

/s/ Lynn B. 02/06/2006 Fuller

\*\*Signature of Date
Reporting Person

### **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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed to be an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (2) Shares held by Lynn B. Fuller Trust Under Agreement dated 5-7-96, Lynn B. Fuller Trustee
- (3) Shares held by the Emma O. Fuller Trust dated 9-3-85 Dubuque Bank & Trust, L.S. Fuller & L.B. Fuller, co-trustees
- (4) Represents options to buy granted under the Company's Stock Option Plan, a Rule 16(b)(3) plan, which options vest one-third per year beginning on the 3rd anniversary of date of grant.
- (5) These shares participate in a Dividend Reinvestment Plan.
- (6) Includes 40,000 Restricted Stock Awards granted under the 2005 Long-Term Incentive Plan.

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.

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