## Edgar Filing: HERITAGE FINANCIAL CORP /WA/ - Form 4

| HERITAGE<br>Form 4<br>June 25, 2013<br><b>FORM</b><br>Check thi<br>if no long<br>subject to<br>Section 1  | STATES     | A∕<br>S SECURITIES AND EXCHANGE COMMISSIO<br>Washington, D.C. 20549<br>DF CHANGES IN BENEFICIAL OWNERSHIP OI<br>SECURITIES |  |             |                 |  | OMB APPROVAL<br>OMB 3235-0287<br>Number: January 31,<br>Expires: 2005<br>Estimated average<br>burden hours per |   |                  |                          |  |
|---|------------|--|--|-------------|-----------------|--|--|---|------------------|--------------------------|--|
| Form 4 or<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>1(b).<br>Form 5<br>obligations<br>may continue.<br>See Instruction<br>I(b). |            |  |  |             |                 |  | •  |   |                  |                          |  |
| (Print or Type F  | Responses) |  |  |             |                 |  |  |   |                  |                          |  |
|   |            |  | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>HERITAGE FINANCIAL CORP |             |                 |  | -  | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable) |                  |                          |  |
|   |            | /WA/ [HFWA]  |  |             |                 |  | N. D   |   |                  |                          |  |
| (   |            |  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>06/23/2015                |             |                 |  |  | _X_Director10% Owner<br>Officer (give titleOther (specify<br>below)below)     |                  |                          |  |
|   |            |  | Amendment, Date Original<br>(Month/Day/Year)                                     |             |                 |  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person        |   |                  |                          |  |
| OLYMPIA, WA 98501 Form filed by More than One Reporting Person  |            |  |  |             |                 |  | eporting   |   |                  |                          |  |
| (City)  | (State)    | (Zip)  | Table  | e I - Non-D | erivative S     | Securi   | ties Ac  | quired, Disposed (  | of, or Beneficia | lly Owned                |  |
| 1.Title of<br>Security<br>(Instr. 3)2. Transaction Date<br>(Month/Day/Year)2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                |            | 3. 4. Securities<br>TransactionAcquired (A) or<br>Code Disposed of (D)<br>(Instr. 8) (Instr. 3, 4 and 5)<br>(A)            |  |             |                 | SecuritiesFBeneficially(1)OwnedIiFollowing(1)Reported(1) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)   | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)             |                  |                          |  |
| Common  |            |  |  |             | Amount<br>1,113 | or   | Price  | Transaction(s) (Instr. 3 and 4)   |                  |                          |  |
| Stock   | 06/23/2015 |  |  | А           | ( <u>1</u> )    | А  | \$0  | 18,177  | D                |                          |  |
| Common<br>Stock   |            |  |  |             |                 |  |  | 4,672   | Ι                | by<br>Managed<br>Account |  |

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.

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Secur | int of<br>rlying                       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
|   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |   |   |

## **Reporting Owners**

| Reporting Owner Name / Address                        | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| MILLER GRAGG E<br>201 5TH AVE SW<br>OLYMPIA, WA 98501 | Х             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| /s/Kaylene Lahn POA for Grag<br>Miller                | 06/25/2015    |           |         |       |  |  |  |
| **Signature of Reporting Person                       |               | D         | ate     |       |  |  |  |
| Kaylene Lahn POA                                      |               | 06/2:     | 5/2015  |       |  |  |  |
| <u>**</u> 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) Respresents Restricted Stock Award vesting on May 2, 2016.

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.