

CORSELLO KENNETH A

Form 4

November 28, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CORSELLO KENNETH A

2. Issuer Name **and** Ticker or Trading
Symbol
HERITAGE COMMERCE CORP
[HTBK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3503 YUBA AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Credit Officer

SAN JOSE, CA 95117

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)

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)
Heritage Commerce Corp - Common	11/23/2005	11/23/2005	S	875 D	\$ 22.8 37,591	D	
Heritage Commerce Corp - Common	11/23/2005	11/23/2005	S	300 D	\$ 22.81 37,291	D	
Heritage Commerce Corp - Common	11/23/2005	11/23/2005	S	100 D	\$ 22.82 37,191	D	

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Heritage Commerce Corp - Common	11/23/2005	11/23/2005	S	200	D	\$ 22.83	36,991	D	
Heritage Commerce Corp - Common	11/23/2005	11/23/2005	S	100	D	\$ 22.84	36,891	D	
Heritage Commerce Corp - Common							736	I	By Custodian For Child

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 9					12/22/2000	12/21/2010	Heritage Commerce Corp - Common 1,221
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 9.51					04/26/2002	04/25/2012	Heritage Commerce Corp - Common 3,774

Heritage Commerce Corp Stock Option (Right to Buy)	\$ 14.11	05/27/2004	05/27/2014	Heritage Commerce Corp - Common	7,500
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 20	08/11/2005	08/11/2015	Heritage Commerce Corp - Common	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORSELLO KENNETH A 3503 YUBA AVENUE SAN JOSE, CA 95117			Chief Credit Officer	

Signatures

/s/ Corsello, Ken 11/28/2005

__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).

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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