

Benito Michael Eugene
 Form 4
 May 03, 2012

FORM 4

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

OMB APPROVAL

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

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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 *
 Benito Michael Eugene

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)
 14911 BLOSSOM HILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP/Business Banking Division

LOS GATOS, CA 95032

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Heritage Commerce Corp - Common Stock ⁽¹⁾ | 05/01/2012 | | A | | 6,000 | A | \$ 0 13,600 |
| Heritage Commerce Corp - Common Stock | | | | | | I | 540 Indirect by spouse |

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 12.5 | | | | | 11/28/2003 11/28/2013 | | Heritage Commerce Corp - Common Stock | 25,000 |
| Incentive Stock Option (right to buy) | \$ 22.78 | | | | | 02/16/2006 02/16/2016 | | Heritage Commerce Corp - Common Stock | 4,400 |
| Incentive Stock Option (right to buy) | \$ 23.89 | | | | | 05/04/2007 05/04/2017 | | Heritage Commerce Corp - Common Stock | 155 |
| Non-Qualified Stock Option (right to buy) | \$ 3.57 | | | | | 07/26/2010 07/26/2020 | | Heritage Commerce Corp - Common Stock | 4,500 |
| Non-Qualified Stock Option (right to buy) | \$ 7.43 | | | | | 05/04/2009 05/04/2019 | | Heritage Commerce Corp - Common Stock | 4,500 |
| Non-Qualified Stock Option | \$ 16 | | | | | 05/22/2008 05/22/2018 | | Heritage Commerce | 7,000 |

