

HERITAGE COMMERCE CORP
 Form 4
 April 30, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Webster Ranson W

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/28/2015

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

C/O HERITAGE BANK OF
 COMMERCE, 150 ALMADEN
 BLVD

(Street)

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

SAN JOSE, CA 95113

(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)
Common <u>(1)</u>	04/28/2015		A	1,768 A	\$ 0 595,853	D	
Common					4,560	I	Indirect by Other Beneficiary Type
Common					2,733	I	Indirect by Son or Daughter

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Common 1,200 I Indirect by Trust

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. P... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Standard Employee Option - NSO	\$ 23.85					08/03/2006	08/03/2016	Common	0
Standard Employee Option - NSO	\$ 23.89					05/04/2007	05/04/2017	Common	0
Standard Employee Option - NSO	\$ 3.57					07/26/2010	07/26/2020	Common	0
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common	0
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common	0
Standard	\$ 6.57					04/30/2013	04/30/2023	Common	0

Employee
Option -
NSO

Standard
Employee
Option -
NSO

\$ 7.43

05/04/2009 05/04/2019 Common 0

Standard
Employee
Option -
NSO

\$ 8.07

02/27/2014 02/27/2024 Common 0

Standard
Employee
Option -
NSO

\$ 18.01

05/26/2005 05/26/2015 Common 0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Webster Ranson W
C/O HERITAGE BANK OF COMMERCE
150 ALMADEN BLVD
SAN JOSE, CA 95113

Signatures

Debbie Reuter as Attorney in fact for Ranson
Webster

04/30/2015

**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) Restricted stock vests 25% each year on an annualized basis.

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.