Edgar Filing: Conner Jack W - Form 4

Conner Jack V Form 4 May 25, 2012													
FORM	4									OMB AF	PROVAL		
	• UNITED S	TATES						NGE CO	OMMISSION	OMB Number:	3235-0287		
Washington, D.C. 20549Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNER SECURITIESForm 4 or Form 5 obligations may continue. See InstructionFiled pursuant to Section 16(a) of the Securities Exchange Act Section 17(a) of the Public Utility Holding Company Act of 1930 						Act of 1934, 1935 or Section	Expires: January 3 20 Estimated average burden hours per response 0						
1(b). (Print or Type R	esponses)												
(Find of Type K	esponses)												
1. Name and Address of Reporting Person <u>*</u> Conner Jack W			2. Issuer Name and Ticker or Trading Symbol					-0	5. Relationship of Reporting Person(s) to Issuer				
		HERITAGE COMMERCE CORP [HTBK]					JRP	(Check all applicable)					
(Last) (First) (Middle) 3. Date of Earliest (Month/Day/Year 150 ALMADEN BOULEVARD 05/24/2012								_X_ Director Officer (give t below)		Owner r (specify			
(Street) 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 							
(City)		Zip)			_				Person				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Dee Executionany		3. Transa Code (Instr.	actic 8)	4. Securi (A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired ed of (D)	ired, Disposed of, 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	or Beneficial 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	y Owned 7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Heritage Commerce Corp - Common Stock	05/24/2012			S		4,750		\$ 6.2342	69,597	D			
Heritage Commerce Corp - Common Stock									300	Ι	Indirect by Trust		
Heritage Commerce									6,700	Ι	Indirect by spouse		

Corp -Common Stock

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.

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)	curitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shai
Non-Qualified Stock Option (right to buy)	\$ 3.57					07/26/2010 <u>(1)</u>	07/26/2020	Heritage Commerce Corp - Common Stock	4,5
Non-Qualified Stock Option (right to buy)	\$ 5.16					06/16/2011	06/16/2021	Heritage Commerce Corp - Common Stock	5,5
Non-Qualified Stock Option (right to buy)	\$ 6.39					05/01/2012 <u>(1)</u>	05/01/2022	Heritage Commerce Corp - Common Stock	5,5
Non-Qualified Stock Option (right to buy)	\$ 7.43					05/04/2009	05/04/2019	Heritage Commerce Corp - Common Stock	5,5
	\$ 17.44					10/28/2004	10/28/2014		7,5

Non-Qualified Stock Option (right to buy)				Heritage Commerce Corp - Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 18.01	05/26/2005	05/26/2015	Heritage Commerce Corp - Common Stock	2,5
Non-Qualified Stock Option (right to buy)	\$ 23.85	08/03/2006	08/03/2016	Heritage Commerce Corp - Common Stock	3,3
Non-Qualified Stock Option (right to buy)	\$ 23.89	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock	5,(

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Conner Jack W 150 ALMADEN BOULEVARD SAN JOSE, CA 95113	Х							
Signatures								
By: Debbie Reuter as Attorney in Conner	05/24/2012							
<u>**</u> Signature of Reporting Pe	erson			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) Stock option vests daily in four years.

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.