

HERITAGE COMMERCE CORP

Form 4

April 30, 2015

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BISCEGLIA FRANK G

(Last) (First) (Middle)

**C/O HERITAGE COMMERCE
CORP, 150 ALMADEN BLVD**

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

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

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

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common ⁽¹⁾	04/28/2015		A	1,768	A \$ 0 12,768	D	
Common					93,237	I	Indirect by Trust

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 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 Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common	0	
Standard Employee Option - NSO	\$ 7.43					05/04/2009	05/04/2019	Common	0	
Standard Employee	\$ 8.07					02/27/2014	02/27/2024	Common	0	

Option -
NSO

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BISCEGLIA FRANK G C/O HERITAGE COMMERCE CORP 150 ALMADEN BLVD SAN JOSE, CA 95113	

Signatures

Debbie Reuter as Attorney in fact for Frank Bisceglia	04/30/2015
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__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.
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