

HERITAGE COMMERCE CORP

Form 4

May 25, 2016

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 *
 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)

150 ALMADNE BLVD.

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/18/2016

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

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

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 Indirect Beneficial Ownership (Instr. 4)
Common	05/18/2016		S	540 D \$ 10 0		I	Indirect by Spouse
Common					28,600	D	

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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 - ISO	\$ 23.89					05/04/2007	05/04/2017	Common	0	
Standard Employee Option - NSO	\$ 16					05/22/2008	05/22/2018	Common	0	
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	\$ 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 Option - NSO	\$ 8.07					02/27/2014	02/27/2024	Common	0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benito Michael Eugene 150 ALMADNE BLVD. SAN JOSE, CA 95113			EVP	

Signatures

Debbie Reuter as Attorney in fact for Michael Benito	05/25/2016
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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).

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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