

HERITAGE COMMERCE CORP
Form 4
May 05, 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 *
Webster Ranson W

(Last) (First) (Middle)

C/O HERITAGE BANK OF
COMMERCE, 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)
05/03/2016

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)
 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 Ownership (Instr. 4)
Common (1)	05/03/2016		A	1,934 A	\$ 0 597,787	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

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 05/05/2016

__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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