

MCGOVERN LAWRENCE D
 Form 4
 May 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
 MCGOVERN LAWRENCE D

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 ALMADEN BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2012

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

SAN JOSE, CA 95113
 (City) (State) (Zip)

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

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)
			Code	V	Amount	(A) or (D)	Price
Heritage Commerce Corp - Common Stock ⁽¹⁾	05/01/2012		A		6,000	A	\$ 0 37,000

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 9.51					04/25/2002 04/25/2012	Heritage Commerce Corp - Common Stock 9,000
Incentive Stock Option (right to buy)	\$ 14.11					05/27/2004 05/27/2014	Heritage Commerce Corp - Common Stock 7,500
Incentive Stock Option (right to buy)	\$ 20					08/11/2005 08/11/2015	Heritage Commerce Corp - Common Stock 8,000
Incentive Stock Option (right to buy)	\$ 23.85					08/03/2006 08/03/2016	Heritage Commerce Corp - Common Stock 8,875
Incentive Stock Option (right to buy)	\$ 23.89					05/04/2007 05/04/2017	Heritage Commerce Corp - Common Stock 1,125
Non-Qualified Stock Option (right to buy)	\$ 23.85					08/03/2006 08/03/2016	Heritage Commerce Corp - Common Stock 1,125
Non-Qualified Stock Option	\$ 23.89					05/04/2007 05/04/2017	Heritage Commerce Corp - Common Stock 13,875

(right to buy)

Corp -
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCGOVERN LAWRENCE D 150 ALMADEN BOULEVARD SAN JOSE, CA 95113			Chief Financial Officer	

Signatures

By: Debbie Reuter as Attorney in fact For: Lawrence D
McGovern

05/02/2012

__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 that vests on the second anniversary of the date of grant.

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.