

Webster Ranson W  
 Form 4  
 May 06, 2009

**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

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)  
 05/04/2009

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

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 Indirect Beneficial Ownership (Instr. 4)
Heritage Commerce Corp - Common Stock				(A) or (D) Code V Amount (D) Price	540,798	D	
Heritage Commerce Corp - Common Stock					2,417	I	Indirect
Heritage Commerce Corp - Common Stock					1,200	I	Indirect by Trust

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Corp -  
Common  
Stock

Heritage  
Commerce

Corp -  
Common  
Stock

1,183

I

Indirectcust/child

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

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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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.43	05/04/2009		A	3,500	05/04/2009 05/04/2019	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.11					05/27/2004 05/27/2014	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
Non-Qualified Stock Option (right to buy)	\$ 23.85					08/03/2006 08/03/2016	Heritage Commerce Corp -

Non-Qualified  
 Stock Option \$ 23.89  
 (right to buy)

05/04/2007 05/04/2017

Common  
 Stock  
 Heritage  
 Commerce  
 Corp -  
 Common  
 Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Webster Ranson W 150 ALMADEN BOULEVARD SAN JOSE, CA 95113		X		

## Signatures

By: Janet Walworth as Attorney in fact For: Ranson  
 Webster

05/06/2009

\_\_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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