

Conner Jack W  
Form 4  
May 25, 2012

**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 \*  
Conner Jack 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)

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

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

150 ALMADEN BOULEVARD

05/24/2012

(Street)

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

SAN JOSE, CA 95113

(City) (State) (Zip)

**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) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                       |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Heritage Commerce Corp - Common Stock | 05/24/2012                           |  | S                              | 4,750   | D \$ 6.2342   | 69,597   | D                                 |
| Heritage Commerce Corp - Common Stock |                                      |  |                                |   |   | 300  | I Indirect by Trust               |
| Heritage Commerce Corp - Common Stock |                                      |  |                                |   |   | 6,700  | I Indirect by spouse              |

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Corp -  
Common  
Stock

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 Securities (Instr. 3 and 4) |                                       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                 | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 3.57  |                                      |  |                                |   | 07/26/2010 <sup>(1)</sup>                                | 07/26/2020  | Heritage Commerce Corp - Common Stock | 4,5                        |
| Non-Qualified Stock Option (right to buy)  | \$ 5.16  |                                      |  |                                |   | 06/16/2011   | 06/16/2021  | Heritage Commerce Corp - Common Stock | 5,5                        |
| Non-Qualified Stock Option (right to buy)  | \$ 6.39  |                                      |  |                                |   | 05/01/2012 <sup>(1)</sup>                                | 05/01/2022  | Heritage Commerce Corp - Common Stock | 5,5                        |
| Non-Qualified Stock Option (right to buy)  | \$ 7.43  |                                      |  |                                |   | 05/04/2009   | 05/04/2019  | Heritage Commerce Corp - Common Stock | 5,5                        |
|  | \$ 17.44   |                                      |  |                                |   | 10/28/2004   | 10/28/2014  |                                       | 7,5                        |

|   |          |            |            |   |     |
|---|----------|------------|------------|---|-----|
| Non-Qualified<br>Stock Option<br>(right to buy) |          |            |            | Heritage<br>Commerce<br>Corp -<br>Common<br>Stock |     |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 18.01 | 05/26/2005 | 05/26/2015 | Heritage<br>Commerce<br>Corp -<br>Common<br>Stock | 2,5 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 23.85 | 08/03/2006 | 08/03/2016 | Heritage<br>Commerce<br>Corp -<br>Common<br>Stock | 3,3 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 23.89 | 05/04/2007 | 05/04/2017 | Heritage<br>Commerce<br>Corp -<br>Common<br>Stock | 5,0 |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Conner Jack W<br>150 ALMADEN BOULEVARD<br>SAN JOSE, CA 95113 |               | X         |         |       |

## Signatures

By: Debbie Reuter as Attorney in fact For: Jack  
Conner 05/24/2012

\_\_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) Stock option vests daily in four years.

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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