

Conner Jack 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 \*  
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)

150 ALMADEN BOULEVARD

(Street)

SAN JOSE, CA 95113

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2009

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

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)
			Code	V	Amount or Price		
Heritage Commerce Corp - Common Stock	05/05/2009		P		2,000 A \$ 7.3937	58,000	D
Heritage Commerce Corp - Common Stock	05/06/2009		P		2,000 A \$ 7.2157	60,000	D
Heritage Commerce						300	I Indirect by Trust

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Corp -  
Common  
Stock

Heritage  
Commerce

Corp -  
Common  
Stock

6,700

I

Indirect  
by spouse

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 Security (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)	\$ 7.43	05/04/2009		A	5,500	05/04/2009 05/04/2019	Heritage Commerce Corp - Common Stock	5	
Non-Qualified Stock Option (right to buy)	\$ 17.44					10/28/2004 10/28/2014	Heritage Commerce Corp - Common Stock	7	
Non-Qualified Stock Option (right to buy)	\$ 18.01					05/26/2005 05/26/2015	Heritage Commerce Corp - Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 23.85					08/03/2006 08/03/2016	Heritage Commerce Corp -	3	

Non-Qualified Stock Option      \$ 23.89 (right to buy)	05/04/2007 05/04/2017	Common Stock  Heritage Commerce Corp - Common Stock
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## Reporting Owners

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

## Signatures

By: Janet Walworth as Attorney in fact For: Jack Conner  
 Date: 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. 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.