

BIAGGIO WILLIAM DEL JR
 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 *
BIAGGIO WILLIAM DEL JR

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)
Business Development

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 (D) Price			
Heritage Commerce Corp - Common Stock					82,949	D	
Heritage Commerce Corp - Common Stock					49,000	I	Indirect by Trust
Heritage Commerce Corp - Common Stock					5,716	I	Indirect by spouse

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.39	05/01/2012		A	5,000	05/01/2012 ⁽¹⁾	05/01/2022	Heritage Commerce Corp - Common Stock
Incentive Stock Option (right to buy)	\$ 23.85					08/03/2006	08/03/2016	Heritage Commerce Corp - Common Stock
Incentive Stock Option (right to buy)	\$ 23.89					05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.5					10/25/2002	10/24/2012	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 11.21					09/17/1998	09/17/2008	Heritage Commerce Corp -

Option Type	Exercise Price	Grant Date	Expiration Date	Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 14.09	12/16/1999	12/16/2009	Common Stock 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 - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.89	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIAGGIO WILLIAM DEL JR 150 ALMADEN BOULEVARD SAN JOSE, CA 95113			Business Development	

Signatures

By: Debbie Reuter as Attorney in fact For: William Del Biaggio, Jr.

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) 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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