Edgar Filing: HERITAGE FINANCIAL CORP /WA/ - Form 4

Check this box if no longer STATEMENT O	A/ S SECURITIES AND EXCHANGE Washington, D.C. 20549 OF CHANGES IN BENEFICIAL OW	NERSHIP OF	OMB APPROVAL OMB 3235-0287 Number: January 31, 2005			
subject to STATEMENT O Section 16. Form 4 or	SECURITIES		Estimated average burden hours per response 0.5			
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. 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 <u>*</u> CLEES JOHN A	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
	HERITAGE FINANCIAL CORP /WA/ [HFWA]	(Check all applicable)				
(Last) (First) (Middle) PO BOX 1578	3. Date of Earliest Transaction (Month/Day/Year) 07/24/2014	X Director Officer (give titl below)	tle 10% Owner Other (specify below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Join Applicable Line) _X_ Form filed by One	nt/Group Filing(Check e Reporting Person			
OLYMPIA, WA 98507			re than One Reporting			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, o	or Beneficially Owned			
	ion Date, if TransactionAcquired (A) or Code Disposed of (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	SecuritiesFoBeneficially(DOwnedInc	Ownership7. Nature oform: DirectIndirectD) orBeneficialdirect (I)Ownershipnstr. 4)(Instr. 4)			
Common 07/24/2014 Stock	A $\frac{1,252}{(1)}$ A \$0	68,508 D				
Common Stock		2,500 I	by Daughter			
Common Stock		1,050 I	by Spouse			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control

Edgar Filing: HERITAGE FINANCIAL CORP /WA/ - Form 4

number.

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)	4. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Date	7. Titl Amou Under Secur (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Add	Relationships					
	Director	10% Owner	Officer	Other		
CLEES JOHN A						
PO BOX 1578	Х					
OLYMPIA, WA 98507						
Signatures						
John A. Clees	07/25/2014					
**Signature of Reporting Person	Date					
Kaylene Lahn POA	07/25/2014					
<u>**Signature of</u> 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) Resticted Stock Awards granted on July 24, 2014 to vest on May 1, 2015

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.