#### Edgar Filing: HERITAGE COMMERCE CORP - Form 4

#### HERITAGE COMMERCE CORP

Form 4

October 05, 2005

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

| CONNIIFF RICHARD L                       |  | HER   | Symbol HERITAGE COMMERCE CORP [HTBK] |   |                              |             | Issuer (Check all applicable)  |  |   |  |  |
|--|--|---|--------------------------------------|---|------------------------------|-------------|--|--|---|--|--|
| (Last)                                   | (Mor   |   |                                      | . Date of Earliest Transaction  Month/Day/Year) |                              |             |  | Director 10% Owner Officer (give title Other (specify below) |   |  |  |
| 1128 THORNTREE COURT                     |  | 10/04   | 10/04/2005                           |   |                              |             | Former COO   |  |   |  |  |
| (Street)                                 |  |   | 4. If Amendment, Date Original       |   |                              |             | 6. Individual or Joint/Group Filing(Check  |  |   |  |  |
| SAN JOSE,                                | CA 95120   | Filed(  | Month/Day/Year)                      | )   |                              |             | Applicable Line) _X_ Form filed by O Form filed by M Person  | One Reporting Pe<br>More than One Re                         |   |  |  |
| (City)                                   | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |                                      |   |                              |             |  |  |   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)     | 2. Transaction Date<br>(Month/Day/Year)  | 2A. Deemed<br>Execution Date<br>any<br>(Month/Day/Y | Code<br>ear) (Instr. 8)              | 4. Securiior(A) or D (Instr. 3,                 | ispose<br>4 and<br>(A)<br>or | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)     | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |
| Heritage<br>Commerce<br>Corp -<br>Common | 10/04/2005   | 10/04/2005  | S                                    | 3,000   | D                            | \$<br>21.09 | 65,837   | D  |   |  |  |
| Heritage<br>Commerce<br>Corp -<br>Common |  |   |                                      |   |                              |             | 1,237  | I  | By<br>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)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 2.          | 3. Transaction Date                                 | 3A. Deemed   | 4.  | 5.  | 6. Date Exerc  | cisable and   | 7. Title  | and   | 8. Price of  | 9. Nu                         |
|-------------|---|--|---|---|--|---|---|---|--|-------------------------------|
| Conversion  | (Month/Day/Year)                                    | Execution Date, if   | Transaction   | onNumber  | Expiration D   | ate   | Amoun   | nt of   | Derivative   | Deriv                         |
| or Exercise |   | any  | Code  | of  | (Month/Day/  | Year)   | Underl  | ying  | Security   | Secui                         |
| Price of    |   | (Month/Day/Year)   | (Instr. 8)  | Derivative  | e  |   | Securit   | ies   | (Instr. 5)   | Bene                          |
| Derivative  |   |  |   | Securities  |  |   | (Instr. 3   | 3 and 4)  |  | Owne                          |
| Security    |   |  |   | Acquired  |  |   |   |   |  | Follo                         |
|             |   |  |   | (A) or  |  |   |   |   |  | Repo                          |
|             |   |  |   | Disposed  |  |   |   |   |  | Trans                         |
|             |   |  |   | of (D)  |  |   |   |   |  | (Instr                        |
|             |   |  |   | (Instr. 3,  |  |   |   |   |  |                               |
|             |   |  |   | 4, and 5)   |  |   |   |   |  |                               |
|             |   |  |   |   |  |   |   | Amount  |  |                               |
|             |   |  |   |   |  |   |   |   |  |                               |
|             |   |  |   |   | Date   | Expiration  |   |   |  |                               |
|             |   |  |   |   | Exercisable  | Date  |   |   |  |                               |
|             |   |  | Code V  | (A) (D)   |  |   |   |   |  |                               |
|             | Conversion<br>or Exercise<br>Price of<br>Derivative | Conversion (Month/Day/Year)<br>or Exercise<br>Price of<br>Derivative | Conversion (Month/Day/Year) Execution Date, if or Exercise any Price of (Month/Day/Year) Derivative | Conversion (Month/Day/Year) Execution Date, if Transaction or Exercise any Code Price of (Month/Day/Year) (Instr. 8)  Derivative Security | Conversion (Month/Day/Year) Execution Date, if TransactionNumber or Exercise any Code of Price of (Month/Day/Year) (Instr. 8) Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, | Conversion or Exercise any Code of (Month/Day/Pear) Price of (Month/Day/Year) Derivative Security  Code of (Month/Day/Pear) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable | Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year)  Price of (Month/Day/Year) (Instr. 8) Derivative  Security Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date  Expiration Date  Code of (Month/Day/Year)  (Instr. 8) Derivative  Securities  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amour or Exercise any Code of (Month/Day/Year) Underly Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 7) Derivative (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Expiration Date Amour Code of (Month/Day/Year) Underly Securities (Instr. 7) Date Expiration Exercisable Date Title | Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Underlying Code of (Month/Day/Year) Underlying Securities  Price of (Month/Day/Year) (Instr. 8) Derivative  Security Securities  Securities  Acquired  (A) or  Disposed of (D)  (Instr. 3, 4, and 5)  Date  Expiration Date  Amount of (Month/Day/Year)  Underlying  Securities  Securities  (Instr. 3 and 4)  Amount of (Month/Day/Year)  Underlying  Securities  Securities  Faction Date  Expiration Date  Amount of (Month/Day/Year)  Underlying  Securities  Securities  Faction Date  Expiration Date  Expiration Date  Or Number of | Conversion of Month/Day/Year) |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CONNIIFF RICHARD L 1128 THORNTREE COURT SAN JOSE, CA 95120

Former COO

### **Signatures**

By: Rebecca Levey as Attorney in fact for 10/04/2005

\*\*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.

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