

HERITAGE COMMERCE CORP  
Form 4  
September 04, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
**BISCEGLIA FRANK G**

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

09/03/2008

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Heritage Commerce Corp - Common Stock	09/03/2008		M	6,600 A \$ 11.21	89,895	I	Indirect by Trust
Heritage Commerce Corp - Common Stock					15,450	D	
Heritage Commerce Corp - Common Stock					12,784	I	Indirectcust/child

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	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.21	09/03/2008		M	6,600	09/17/1998 09/17/2008		Heritage Commerce Corp - Common Stock	6
Non-Qualified Stock Option (right to buy)	\$ 8.5					10/25/2002 10/24/2012		Heritage Commerce Corp - Common Stock	7
Non-Qualified Stock Option (right to buy)	\$ 14.09					12/16/1999 12/16/2009		Heritage Commerce Corp - Common Stock	3
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
BISCEGLIA FRANK G 150 ALMADEN BOULEVARD SAN JOSE, CA 95113	X			

## Signatures

By: Rebecca Levey as attorney in fact For: Frank Bisceglia      09/04/2008

\*\*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.