

HERITAGE COMMERCE CORP
Form 4
February 27, 2014

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 *
POLANEN HUMPHREY P

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)
02/25/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

150 ALMADEN BOULEVARD

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Heritage Commerce Corp - Common Stock	02/25/2014		M	A	\$ 3.57	7,943	D
Heritage Commerce Corp - Common Stock	02/25/2014		M	A	\$ 5.16	8,383	D
Heritage Commerce						1,623	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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(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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 3.57	02/25/2014		M	3,078	07/26/2010 07/26/2020	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.16	02/25/2014		M	440	06/16/2011 06/16/2021	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.39					05/01/2012 ⁽¹⁾ 05/01/2022	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.57					04/30/2013 ⁽¹⁾ 04/30/2023	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.43					05/04/2009 05/04/2019	Heritage Commerce Corp -

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(2) Stock option expired

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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