

HERITAGE COMMERCE CORP
 Form 4
 April 30, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
C/O HERITAGE COMMERCE CORP, 150 ALMADEN BLVD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2015

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

SAN JOSE, CA 95113

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

(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)
Common ⁽¹⁾	04/28/2015		A	V Amount (D) Price 1,768 A \$ 0	10,151	D	
Common					1,623	I	Indirect by Spouse

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)	8. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Standard Employee Option - NSO	\$ 23.85					08/03/2006	08/03/2016	Common	0
Standard Employee Option - NSO	\$ 23.89					05/04/2007	05/04/2017	Common	0
Standard Employee Option - NSO	\$ 3.57					07/26/2010	07/26/2020	Common	0
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common	0
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common	0
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common	0
Standard Employee Option - NSO	\$ 7.43					05/04/2009	05/04/2019	Common	0
Standard Employee	\$ 8.07					02/27/2014	02/27/2024	Common	0

Option -
NSO

Standard

Employee \$ 18.01

Option -
NSO

05/26/2005 05/26/2015 Common 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POLANEN HUMPHREY P C/O HERITAGE COMMERCE CORP 150 ALMADEN BLVD SAN JOSE, CA 95113				

Signatures

Debbie Reuter as Attorney in fact for Humphrey
Polanen

04/30/2015

__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) Restricted stock vests 25% each year on an annualized basis.

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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