

HERITAGE COMMERCE CORP  
 Form 4  
 May 03, 2012

**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 \*  
 TOENISKOETTER CHARLES J

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)  
 05/01/2012

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)	Code V Amount (D) Price			
Heritage Commerce Corp - Common Stock					1,250	D	
Heritage Commerce Corp - Common Stock					11,000	I	Indirect by PSPTrust
Heritage Commerce Corp - Common Stock					150	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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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
Non-Qualified Stock Option (right to buy)	\$ 6.39	05/01/2012		A	4,500	05/01/2012 <sup>(1)</sup> 05/01/2022	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.57					07/26/2010 <sup>(1)</sup> 07/26/2020	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 5.16					06/16/2011 06/16/2021	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.43					05/04/2009 05/04/2019	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 8.5					10/24/2002 10/24/2012	Heritage Commerce Corp -

Option Type	Exercise Price	Grant Date	Expiration Date	Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 8.96	07/25/2002	07/25/2012	Common Stock Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.01	05/26/2005	05/26/2015	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.85	08/03/2006	08/03/2016	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.89	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOENISKOETTER CHARLES J 150 ALMADEN BOULEVARD SAN JOSE, CA 95113		X		

## Signatures

By: Debbie Reuter as Attorney in fact For: Charles Toeniskoetter  
Date: 05/02/2012

\_\_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) Stock option vests daily in four years.

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.