

HERITAGE COMMERCE CORP
Form 4
April 27, 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 *
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)
04/24/2015

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

C/O REDWOOD TRUST, ONE
BELVEDERE PLACE #300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

MILL VALLEY, CA 94941

(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 | | |
| Common | 04/24/2015 | | M | 3,500 | A \$ 9.06 | 14,500 | I Indirect by Trust |
| Common | | | | | | 1,250 | D |
| Common | | | | | | 150 | I Indirect by Spouse |

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

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(9-02)

number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Standard Employee Option - NSO | \$ 3.57 | 04/24/2015 | | X | 3,500 | 07/26/2010 07/26/2020 | Common | 3,500 | |
| Standard Employee Option - NSO | \$ 18.01 | | | | | 05/26/2005 05/26/2015 | Common | 0 | |
| 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 | \$ 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 | \$ 7.43 | | | | | 05/04/2009 05/04/2019 | Common | 0 | |

Option -
NSO

Standard
Employee \$ 8.07
Option -
NSO

02/27/2014 02/27/2024 Common 0

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| TOENISKOETTER CHARLES J C/O REDWOOD TRUST ONE BELVEDERE PLACE #300 MILL VALLEY, CA 94941 | |

Signatures

Debbie Reuter as Attorney in fact for Charles
Toeniskoetter 04/27/2015

__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).

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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