

HERITAGE FINANCIAL CORP /WA/

Form 4

April 11, 2007

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

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

## OMB APPROVAL

OMB  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RHODES DONALD V

2. Issuer Name **and** Ticker or Trading  
Symbol  
HERITAGE FINANCIAL CORP  
/WA/ [HFWA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/10/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chairman

PO BOX 1578

(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

OLYMPIA, WA 98507

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|-----------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |           |
| Common<br>Stock                       | 04/10/2007                              | 04/10/2007                                                  | M                                    |                                                                         | 7,140                                                                                                              | A                                                                    | \$ 8.04                                                           | 365,380 D |
| Common<br>Stock                       | 04/10/2007                              | 04/10/2007                                                  | M                                    |                                                                         | 10,500                                                                                                             | A                                                                    | \$ 9.29                                                           | 375,880 D |
| Common<br>Stock                       | 04/10/2007                              | 04/10/2007                                                  | M                                    |                                                                         | 4,199                                                                                                              | A                                                                    | \$<br>11.67                                                       | 380,079 D |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 8.04                                                               | 04/10/2007                              | 04/10/2007                                                  | M                                       |                                                                                                              | 7,140                                                          |     | 11/19/2002                                                          | 11/19/2007         | Common<br>Stock | 7,140                               |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 9.29                                                               | 04/10/2007                              | 04/10/2007                                                  | M                                       |                                                                                                              | 10,500                                                         |     | 11/19/2002                                                          | 11/19/2007         | Common<br>Stock | 10,500                              |
| Incentive<br>Stock<br>Option<br>(right to<br>buy)   | \$ 11.67                                                              | 04/10/2007                              | 04/10/2007                                                  | M                                       |                                                                                                              | 4,199                                                          |     | 02/19/2003                                                          | 02/19/2008         | Common<br>Stock | 4,199                               |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |          |       |
|-----------------------------------------------------|---------------|-----------|----------|-------|
|                                                     | Director      | 10% Owner | Officer  | Other |
| RHODES DONALD V<br>PO BOX 1578<br>OLYMPIA, WA 98507 |               |           | Chairman |       |

## Signatures

|                                        |            |
|----------------------------------------|------------|
| Donald V. Rhodes                       | 04/10/2007 |
| **Signature of Reporting Person        | Date       |
| Edward D. Cameron for Donald V. Rhodes | 04/10/2007 |
| **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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