Spurling David A
Form 3
May 28, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Spurling David A
(Last) (First) (Middle)

201 5TH AVE SW
(Street)

OLYMPIA,Â WAÂ 98501
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
05/25/2010

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Credit Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value per share	11,263 (8)	D	Â
Common Stock, no par value per share	4,076	I	By KSOP
Common Stock, no par value per share	1,177 (1)	D	Â
Common Stock, no par value per share	1,000 (2)	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial

(Instr. 4)	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option	03/20/2006 (3)	03/20/2011	Common Stock	1,575	$ 20.36	D	Â
Stock Option	03/18/2006 (4)	03/18/2012	Common Stock	2,520	$ 20.1	D	Â
Stock Option	02/17/2006 (5)	02/17/2013	Common Stock	3,780	$ 20.49	D	Â
Stock Option	04/28/2007 (6)	04/28/2014	Common Stock	2,400	$ 25.94	D	Â
Stock Option	05/25/2011 (7)	05/25/2020	Common Stock	4,587	$ 14.77	D	Â
Stock Option	02/26/2010 (9)	02/26/2017	Common Stock	2,400	$ 11.35	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spurling David A 201 5TH AVE SW OLYMPIA,Â WAÂ 98501	Â	Â	Â Chief Credit Officer	Â

Signatures

David A. Spurling	05/28/2010
**Signature of Reporting Person	Date
Kaylene Lahn for David A. Spurling	05/28/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents award of restricted stock under the 2010 Omnibus Equity Plan. Vests in equal installments of 25% per year beginning on May 25, 2011.

(2) Represents award of restricted stock under the 2010 Omnibus Equity Plan. Vests 100% beginning 05/25/2013.

(3) Represents award of stock options under the 2002 Plan which represents the last one-third installment vesting annually on 03/20/2006.

(4) Represents award of stock options under the 2002 Plan which represents the last two, one-third installments vesting annually beginning on 03/18/2005.

(5) Represents award of stock options under the 2002 Plan that vest in equal installments of one-third per year beginning 02/17/2006.

(6) Represents award of stock options under the 2002 Plan that vest in equal installments of one-third per year beginning 04/28/2007.

(7) Represent award of stock option under the 2010 Omnibus Equity Plan. Vests in equal installments of 25% per year beginning on May 25, 2011.

(8) Includes direct ownership of 2,600 shares of restricted stock awarded under the 2002 Plan.

(9) Represents award of stock options under the 2006 Plan that vest in equal installments of one-third per year beginning 02/26/2010.

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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