

HERITAGE COMMERCE CORP  
Form 4  
September 02, 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 \*  
Hallgrimson Steven L.

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)  
09/01/2015

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

150 ALMADEN BLVD.

(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)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                    |
| Common                          | 09/01/2015                           |  | S                              | 400 D \$ 10.31  | 2,900   | I  | Indirect by Trust                  |
| Common                          |                                      |  |                                |   | 4,000   | I  | Private Foundation                 |
| Common                          |                                      |  |                                |   | 16,300  | I  | Indirect by Other Beneficiary Type |
| Common                          |                                      |  |                                |   | 7,000   | I  | With Son in an LLC                 |
| Common                          |                                      |  |                                |   | 3,000   | I  |                                    |

|        |  |        |   | Indirect by Spouse |
|--------|--|--------|---|--------------------|
| Common |  | 2,000  | I | Personal IRA       |
| Common |  | 3,500  | I | SEP IRA            |
| Common |  | 79,123 | 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 number.**

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(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 Securities (Instr. 3 and 4) | 8. P... Der... Sec... (Ins... |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                           | (D)                        |
| 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             | \$ 8.07  |                                      |  |                                |   | 02/27/2014 02/27/2024                                    | Common  | 0                             |                            |

## Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Hallgrimson Steven L.  
150 ALMADEN BLVD.  
SAN JOSE, CA 95113

## Signatures

Debbie Reuter as Attorney in fact for Steven  
Hallgrimson

09/02/2015

\_\_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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