

Hallgrimson Steven L.  
Form 4  
December 14, 2018

**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)  
150 ALMADEN BLVD.  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/12/2018

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

SAN JOSE, CA 95113  
(City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, No Par Value	12/12/2018		P		7,000 A \$ 12.991 (1)	90,628 D	
Common Stock, No Par Value					5,300 (2)	I	Indirect By Other Beneficiary Type
Common Stock, No Par Value					3,000	I	Indirect By Spouse
					2,900	I	

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Common Stock, No Par Value				Indirect By Trust
Common Stock, No Par Value	2,000	I		Personal IRA
Common Stock, No Par Value	4,000	I		Private Foundation
Common Stock, No Par Value	3,500	I		SEP IRA
Common Stock, No Par Value	7,000	I		With Son in an LLC

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 Derivative Securities (Instr. 3 and 4)	
						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 Stock, No Par Value	1,172
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common Stock, No Par Value	2,169

Standard Employee Option - NSO	\$ 8.07	02/27/2014	02/27/2024	Common Stock, No Par Value	3,004
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hallgrimson Steven L. 150 ALMADEN BLVD. SAN JOSE, CA 95113		X		

## Signatures

/s/ Debbie Reuter as Attorney in fact for Steven L. Hallgrimson	12/14/2018
__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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.9600 to \$13.0000, inclusive. The reporting person undertakes to provide to Heritage Commerce Corp, any security holder of Heritage Commerce Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
  - (2) Reflects shares pursuant to which the reporting person has a power of attorney. The number of shares reported excludes 11,000 shares previously reported because the reporting person no longer has a power of attorney with respect to the shares. The reporting person did not have any pecuniary interest in the 11,000 shares or the shares reported in the table and disclaims beneficial ownership to the shares.

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.