Webster Ranson W Form 4 May 03, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations **SECURITIES**

burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Webster Ranson W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol HERITAGE COMMERCE CORP

(Last) (First) (Middle) [HTBK]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 05/01/2018

_X__ Director 10% Owner Officer (give title _ Other (specify

C/O HERITAGE BANK OF COMMERCE, 150 ALMADEN **BLVD**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

Person

2,733

SAN JOSE, CA 95113

Common

Stock

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	l of, or Benefic	ially Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities TransactionAcquired (A) or				5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	•	any (Month/Day/Year)	Code (Instr. 8)	de Disposed of (D)			Beneficially Owned	Form: Direct (D) or	Beneficial Ownership
		, ,	Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	05/01/2018		A	1,190 (1)	A	\$0	600,358	D	
Common Stock							4,560	I	Indirect By Other Beneficiary Type

Indirect By

Son Or

Daughter

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Common Stock	1,200 I	Indirect By Trust					
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Standard Employee Option - NSO	\$ 7.43					05/04/2009	05/04/2019	Common Stock	3,500
Standard Employee Option - NSO	\$ 3.57					07/26/2010	07/26/2020	Common Stock	3,500
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common Stock	4,500
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common Stock	4,500
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common Stock	4,500
Standard	\$ 8.07					02/27/2014	02/27/2024	Common	4,500

8. P Der Sec (Ins Employee Stock Option -

NSO

Reporting Owners

Reporting Owner Name / Address

Piractor 10% Owner Officer Other

Director 10% Owner Officer Other

Webster Ranson W C/O HERITAGE BANK OF COMMERCE 150 ALMADEN BLVD SAN JOSE, CA 95113



Signatures

/s/ Debbie Reuter as Attorney in fact for Ranson W Webster

05/03/2018

**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) Restricted stock award vests at the first anniversary of the grant date, subject to continuous employment with the Company.

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.

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