

Conner Jack W  
Form 4  
June 17, 2011

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Conner Jack W

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 BOULEVARD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/16/2011

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

SAN JOSE, CA 95113

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

(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)
Heritage Commerce Corp - Common Stock			Code	V Amount (D) Price	71,000	D	
Heritage Commerce Corp - Common Stock					300	I	Indirect by Trust
Heritage Commerce					6,700	I	Indirect by spouse

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Corp -  
Common  
Stock

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

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SEC 1474  
(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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.16	06/16/2011		A	5,500			06/16/2011	06/16/2021	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.57							07/26/2010 <sup>(1)</sup>	07/26/2020	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.43							05/04/2009	05/04/2019	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.44							10/28/2004	10/28/2014	Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.01							05/26/2005	05/26/2015	Heritage Commerce Corp -

Non-Qualified Stock Option (right to buy)	\$ 23.85	08/03/2006	08/03/2016	Common Stock
				Heritage Commerce Corp - Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.89	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock
				Heritage Commerce Corp - Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conner Jack W 150 ALMADEN BOULEVARD SAN JOSE, CA 95113			X	

## Signatures

By: Debbie Reuter as Attorney in Fact For: Conner,  
Jack 06/17/2011

\_\_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) Stock option vests daily in four years.

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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