

Husain Kamran F
 Form 3
 February 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Husain Kamran F		(Month/Day/Year)	GREATER BAY BANCORP [GBBK]	
(Last)	(First)	(Middle)	02/15/2005	
2860 WEST BAYSHORE ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PALO ALTO, CA 94303			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(State)			(give title below)	(specify below)
(Zip)			SVP and Controller	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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	4,265	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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	12/21/2000 ⁽¹⁾	12/21/2009	Common Stock	600	\$ 19.25	D	Â
Incentive Stock Option (right to buy)	04/12/2001 ⁽¹⁾	04/12/2010	Common Stock	2,000	\$ 20.9375	D	Â
Non-Qualified Stock Option (right to buy)	12/19/2001 ⁽¹⁾	12/19/2010	Common Stock	4,168	\$ 37.125	D	Â
Incentive Stock Option (right to buy)	12/19/2001 ⁽¹⁾	12/19/2010	Common Stock	3,332	\$ 37.125	D	Â
Non-Qualified Stock Option (right to buy)	04/12/2002 ⁽¹⁾	04/12/2011	Common Stock	895	\$ 23	D	Â
Incentive Stock Option (right to buy)	04/12/2002 ⁽¹⁾	04/12/2011	Common Stock	1,105	\$ 23	D	Â
Non-Qualified Stock Option (right to buy)	12/10/2002 ⁽¹⁾	12/10/2011	Common Stock	4,200	\$ 25.73	D	Â
Incentive Stock Option (right to buy)	12/10/2002 ⁽¹⁾	12/10/2011	Common Stock	2,100	\$ 25.73	D	Â
Non-Qualified Stock Option (right to buy)	03/25/2004 ⁽¹⁾	03/25/2013	Common Stock	3,180	\$ 14.181	D	Â
Incentive Stock Option (right to buy)	03/25/2004 ⁽¹⁾	03/25/2013	Common Stock	6,420	\$ 14.181	D	Â
Non-Qualified Stock Option (right to buy)	05/24/2005 ⁽¹⁾	05/24/2014	Common Stock	4,000	\$ 27.69	D	Â
Incentive Stock Option (right to buy)	05/24/2005 ⁽¹⁾	05/24/2014	Common Stock	6,000	\$ 27.69	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Husain Kamran F 2860 WEST BAYSHORE ROAD PALO ALTO, CA 94303	Â	Â	Â SVP and Controller	Â

Signatures

/s/ Kamran F.
Husain

02/24/2005

**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) 20% vesting each anniversary with a one year waiting period. Fully vested in five 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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