Edgar Filing: MATTESON DUNCAN L - Form 4

MATTESON Form 4 June 29, 2006											
FORM 4 UNITED STATES SECURITIES AN								ОМВ	PPROVAL 3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed p Section 1	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							Expires: Estimated a burden hou response	Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5	
(Print or Type Re	esponses)										
MATTESON DUNCAN L Syn GR				2. Issuer Name and Ticker or Trading Symbol GREATER BAY BANCORP GBBK]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1900 UNIVE FLOOR	(First)	(Middle) NUE, 6TH	(Month/Da	-	ansaction			X Director Officer (give below)		b Owner er (specify	
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
EAST PALO	ALTO, CA 9	94303							More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any		3. Transactic Code (Instr. 8) Code V		l (A) c l of (D 4 and (A) or)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	06/27/2006			М	9,000	А	\$ 0 (1)	172,100	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.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
MATTESON DUNCAN L 1900 UNIVERSITY AVEN EAST PALO ALTO, CA 94	Х							
Signatures								
/s/ Duncan L. Matteson	06/28/2006							

**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 shares granted under the Issuer's Omnibus Equity Incentive Plan. Restrictions will lapse on March 27, 2007.

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.