## Edgar Filing: THOMPSON JAMES - Form 4

THOMPSON Form 4 June 29, 2006												
<b>FORM</b> Check this	UNITEL	Washington, D.C. 20549								PROVAL 3235-0287 January 31,		
if no longe subject to Section 16 Form 4 or	51AIE	20(h) of the Investment Commons A of $1000$							Expires: 2005 Estimated average burden hours per response 0.5			
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17								n			
(Print or Type R	esponses)											
( [			2. Issuer Name <b>and</b> Ticker or Trading Symbol GREATER BAY BANCORP				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			[GBBK]									
(Last) 1900 UNIVE FLOOR	(First) ERSITY AVEN	(Middle)	(Month/Da	-	Insaction			X Director Officer (give below)		er (specify		
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
EAST PALC	OALTO, CA 94	4303						Form filed by M Person	More than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any		3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) of (D 4 and (A) or	) 5) Price	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	2,500	A	\$ 0 (1)	114,652	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)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationships					
		Director	10% Owner	Officer	Other		
THOMPSON JAMES 1900 UNIVERSITY AVENUE, 6TH F EAST PALO ALTO, CA 94303	LOOR	Х					
Signatures							
/s/ James 06/28/200 Thompson	6						

\*\*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.

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti