Edgar Filing: Kaplan Robert B - Form 4

| Kaplan Rober Form 4 | | | | | | | | | | | |
|---|---|---|---------------------------------|--|------------------------|--|----------------------|--|--|---|--|
| June 29, 2006 | | | | | | | | | OMB A | PPROVAL | |
| FORM Check this if no long subject to | s box er STATE | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | Number: Expires: Estimated a | | |
| Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b). | Filed pr s Section 17 | | | | | | | | burden hours per response 0. | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| Kaplan Robert BSynGR | | | | 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 | 3. Date of Earliest Transaction (Month/Day/Year) 06/27/2006 | | | | | X_ Director10% Owner Officer (give titleOther (specify below) below) | | | | | |
| | | | | endment, Date Original onth/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| EAST PALC |) ALTO, CA 9 | 4303 | | | | | | | More than One Ro | | |
| (City) | (State) | (Zip) | Table | I - Non-De | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficial | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ar) Executio any | med on Date, if Day/Year) | | Disposed (Instr. 3, | l (A) of l of (D 4 and (A) or |)) 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 Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | 06/27/2006 | | | Code V M | 2,500 | (D) A | Price \$ 0 (1) | 2,500 | 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)

Edgar Filing: Kaplan Robert B - Form 4

| 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. Transactic Code (Instr. 8) | 5. ofNumber 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 Own Follo Repo Trans (Instr |
|---|---|---|---|--|---|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|--|------------|---------------|-----------|---------|-------|--|--|
| | | Director | 10% Owner | Officer | Other | | |
| Kaplan Robert B 1900 UNIVERSITY AVEN EAST PALO ALTO, CA 94 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Robert B. Kaplan | 06/28/2006 | | | | | | |

<u>**</u>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.