SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Current Report Pursuant

to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 2, 2003

Greater Bay Bancorp

(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of

77-0387041 (I.R.S. employer

 $incorporation\ or\ organization)$

 $identification\ number)$

Commission file number: 0-25034

2860 West Bayshore Road

Palo Alto, California 94303

(Address of principal executive offices and zip code)

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Registrant s telephone number, including area code: (650) 813-8200

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Item 5. Other Events.

On December 2, 2003, Greater Bay Bancorp (the Company) issued a press release announcing the retirement of David L. Kalkbrenner, the Company s Chief Executive Officer, and the appointment of Byron Scordelis, currently President and Chief Operating Officer, as President and Chief Executive Officer, effective January 1, 2004. The press release, which appears as Exhibit 99.1, is filed and incorporated herein by reference, except as indicated below under Item 9.

Item 7. Financial Statements and Exhibits.

Exhibits

99.1 Press Release dated December 2, 2003 re management changes

Item 9. Regulation FD Disclosure

The paragraphs of the press release containing quotes are not filed but are furnished pursuant to Regulation FD.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Greater Bay Bancorp

(Registrant)

Dated: December 2, 2003 By: /s/ Linda M. Iannone

Linda M. Iannone SeniorVice President and General Counsel

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Exhibit Index

99.1 Press Release dated December 2, 2003 re management changes

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