GREATER BAY BANCORP

Form SC 13G January 23, 2007

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934 (New)

GREATER BAY BANCORP (Name of Issuer)

Common Stock
(Title of Class of Securities)

391648102 (CUSIP Number)

December 31, 2006 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 391648102

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS, NA., 943112180

- (2) Check the appropriate box if a member of a $Group^*$
- (a) / /
- (b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization U.S.A.

| Number of Shares Beneficially Owned | (5) Sole Voting Power 1,341,456 | |
|--|---|--|
| by Each Reporting Person With | (6) Shared Voting Power | |
| | (7) Sole Dispositive Power 1,499,322 | |
| | (8) Shared Dispositive Power | |
| (9) Aggregate Amount Beneficially Owned by 1,499,322 | Each Reporting Person | |
| (10) Check Box if the Aggregate Amount in | Row (9) Excludes Certain Shares* | |
| (11) Percent of Class Represented by Amoun 2.94% | t in Row (9) | |
| (12) Type of Reporting Person* BK | | |
| CUSIP No. 391648102 | | |
| | | |
| (1) Names of Reporting Persons. I.R.S. Identification Nos. of abov | e persons (entities only). | |
| | e persons (entities only). | |
| I.R.S. Identification Nos. of abov BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a member (a) / / | | |
| I.R.S. Identification Nos. of abov BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a member (a) // (b) /X/ | | |
| I.R.S. Identification Nos. of abov BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a member (a) // (b) /X/ (3) SEC Use Only | | |
| I.R.S. Identification Nos. of abov BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a member (a) / / (b) /X/ (3) SEC Use Only (4) Citizenship or Place of Organization U.S.A. Number of Shares Beneficially Owned | | |
| I.R.S. Identification Nos. of abov BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a member (a) / / (b) /X/ (3) SEC Use Only (4) Citizenship or Place of Organization U.S.A. Jumber of Shares Beneficially Owned by Each Reporting | of a Group* (5) Sole Voting Power | |
| I.R.S. Identification Nos. of abov BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a member (a) // (b) /X/ (3) SEC Use Only (4) Citizenship or Place of Organization | of a Group* (5) Sole Voting Power 1,253,417 | |
| I.R.S. Identification Nos. of abov BARCLAYS GLOBAL FUND ADVISORS (2) Check the appropriate box if a member (a) // (b) /X/ (3) SEC Use Only (4) Citizenship or Place of Organization | of a Group* (5) Sole Voting Power 1,253,417 (6) Shared Voting Power (7) Sole Dispositive Power | |

| (11) Percent of Class Represented by Amount 2.46% | in Row (9) |
|---|--------------------------------|
| (12) Type of Reporting Person* | |
| | |
| CUSIP No. 391648102 | |
| (1) Names of Reporting Persons. I.R.S. Identification Nos. of above | persons (entities only). |
| BARCLAYS GLOBAL INVESTORS, LTD | |
| (2) Check the appropriate box if a member of (a) $\ /\ /$ (b) $\ /X/$ | a Group* |
| (3) SEC Use Only | |
| (4) Citizenship or Place of Organization England | |
| Number of Shares Beneficially Owned | (5) Sole Voting Power |
| by Each Reporting Person With | (6) Shared Voting Power |
| | (7) Sole Dispositive Power |
| | (8) Shared Dispositive Power |
| (9) Aggregate | |
| (10) Check Box if the Aggregate Amount in Ro | w (9) Excludes Certain Shares* |
| (11) Percent of Class Represented by Amount 0.00% | in Row (9) |
| (12) Type of Reporting Person* BK | |
| CUSIP No. 391648102 | |
| (1) Names of Reporting Persons. I.R.S. Identification Nos. of above | persons (entities only). |

| BARCLAYS GLOBAL INVESTORS JAPA | N TRUST AND BANKING COMPANY LIMITED | |
|---|-------------------------------------|--|
| (2) Check the appropriate box if a member of a Group*(a) / /(b) /X/ | | |
| (3) SEC Use Only | | |
| (4) Citizenship or Place of Organizati Japan | on | |
| Number of Shares Beneficially Owned | (5) Sole Voting Power | |
| by Each Reporting Person With | (6) Shared Voting Power - | |
| | (7) Sole Dispositive Power | |
| | (8) Shared Dispositive Power | |
| (9) Aggregate - | | |
| (10) Check Box if the Aggregate Amount | in Row (9) Excludes Certain Shares* | |
| (11) Percent of Class Represented by A | mount in Row (9) | |
| (12) Type of Reporting Person* BK | | |
| CUSIP No. 391648102 | | |
| (1) Names of Reporting Persons. I.R.S. Identification Nos. of | above persons (entities only). | |
| BARCLAYS GLOBAL INVESTORS JAPA | N LIMITED | |
| (2) Check the appropriate box if a mem (a) // (b) /X/ | ber of a Group* | |
| (3) SEC Use Only | | |
| (4) Citizenship or Place of Organizati Japan | on | |
| Number of Shares Beneficially Owned by Each Reporting | (5) Sole Voting Power | |
| Person With | (6) Shared Voting Power | |

| | - (| 7) Sole Dispositive Power |
|---|--|-----------------------------|
| | (| 8) Shared Dispositive Power |
| (9) Aggregate - | | |
| (10) Check Box | if the Aggregate Amount in Row (9) | Excludes Certain Shares* |
| (11) Percent of 0.00% | f Class Represented by Amount in Ro | |
| (12) Type of Re | eporting Person* | |
| | | |
| ITEM 1(A). | NAME OF ISSUER GREATER BAY BANCORP | |
| ITEM 1(B). | ADDRESS OF ISSUER'S PRINCIPAL EXE 1900 UNIVERSITY AVE 6TH FL, 420 C EAST PALO ALTO, CA 94303 | COWPER ST |
| ITEM 2(A). | NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS | |
| ITEM 2(B). | ADDRESS OF PRINCIPAL BUSINESS OFF 45 Fremont Street San Francisco, CA | TICE OR, IF NONE, RESIDENCE |
| ITEM 2(C). | U.S.A | |
| ITEM 2(D). | TITLE OF CLASS OF SECURITIES Common Stock | |
| ITEM 2(E). | CUSIP NUMBER 391648102 | |
| OR 13D-2(B), CH (a) // Broker (15 U.S | IF THIS STATEMENT IS FILED PURSUA HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section S.C. 780). | 15 of the Act |
| (c) // Insuran (15 U.S | s defined in section 3(a) (6) of th nce Company as defined in section 3 S.C. 78c). | (a) (19) of the Act |
| Company | ment Company registered under secti y Act of 1940 (15 U.S.C. 80a-8). ment Adviser in accordance with sec | |
| (f) // Employe 240.13d | ee Benefit Plan or endowment fund i d-1(b)(1)(ii)(F). | n accordance with section |
| 240.13d | Holding Company or control person d-1(b)(1)(ii)(G). ngs association as defined in secti | |
| , , , , 11 Davin | J | 1 (, 11 one 1 oderar bepor |

Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (i) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) NAME OF ISSUER ITEM 1(A). GREATER BAY BANCORP ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES ITEM 1(B). 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL FUND ADVISORS ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE 45 Fremont Street San Francisco, CA 94105 ITEM 2(C). CITIZENSHIP U.S.A ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ______ TTEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o). (b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) NAME OF ISSUER GREATER BAY BANCORP ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES TTEM 1(B). 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 _____ ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS, LTD

| ITEM 2(C). CITIZENSHIP England ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIF NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) / Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78c). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Company registered under section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(G). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposi Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (151.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COMPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE EDISU Prime Square Tower 8th Floor The Company and Tower 10 Apple Such School | ITEM 2(B). | ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Murray House |
|--|----------------------------------|--|
| ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78c). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Investment Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G). (h) // A savings association as defined in section 3(b) of the Federal Deposi Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST FALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor They of the Act Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES COmmon Stock ITEM 2(D). TITLE OF CLASS OF SECURITIES COmmon Stock ITEM 2(D). CUSIP NUMBER 391648102 | | 1 Royal Mint Court |
| Common Stock ITEM 2(E). CUSIP NUMBER | ITEM 2(C). | |
| ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780). (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G). (h) // A savings association as defined in section 3(b) of the Federal Deposi Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S FRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE EDISU Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | ITEM 2(D). | |
| OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A (a) // Broker or Dealer registered under Section 15 of the Act | ITEM 2(E). | |
| (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c). (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c). (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposi Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 139 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 | OR 13D-2(B), CH (a) // Broker | HECK WHETHER THE PERSON FILING IS A or Dealer registered under Section 15 of the Act |
| Company Act of 1940 (15 U.S.C. 80a-8). (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposi Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | (b) /X/ Bank as (c) // Insuran | s defined in section 3(a) (6) of the Act (15 U.S.C. 78c). nce Company as defined in section 3(a) (19) of the Act |
| (e) // Investment Adviser in accordance with section 240.13d(b) (1) (ii) (E). (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b) (1) (ii) (F). (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b) (1) (ii) (G). (h) // A savings association as defined in section 3(b) of the Federal Deposi Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | | |
| (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G). (h) // A savings association as defined in section 3(b) of the Federal Deposi Insurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | (e) // Investm (f) // Employe | ment Adviser in accordance with section 240.13d(b)(1)(ii)(E). ee Benefit Plan or endowment fund in accordance with section |
| (h) // A savings association as defined in section 3(b) of the Federal Depositinsurance Act (12 U.S.C. 1813). (i) // A church plan that is excluded from the definition of an investment company under section 3(c) (14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b) (1) (ii) (J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | (g) // Parent | Holding Company or control person in accordance with section |
| (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3). (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J) ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | (h) // A savin | ngs association as defined in section 3(b) of the Federal Deposi |
| ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | (i) // A churc company | ch plan that is excluded from the definition of an investment under section 3(c)(14) of the Investment Company Act of 1940 |
| GREATER BAY BANCORP ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303 ITEM 2(A). NAME OF PERSON(S) FILING BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | (j) // Group, | in accordance with section 240.13d-1(b)(1)(ii)(J) |
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| BARCLAYS GLOBAL INVESTORS JAPAN TRUST AND BANKING COMPANY LIMITED ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | ITEM 1(B). | 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST |
| Ebisu Prime Square Tower 8th Floor 1-1-39 Hiroo Shibuya-Ku Tokyo 150-0012 Japan ITEM 2(C). CITIZENSHIP Japan ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | | |
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| ITEM 2(D). TITLE OF CLASS OF SECURITIES Common Stock ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | ITEM 2(C). | Japan |
| ITEM 2(E). CUSIP NUMBER 391648102 ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), | ITEM 2(D). | TITLE OF CLASS OF SECURITIES Common Stock |
| | ITEM 2(E). | CUSIP NUMBER |
| (a) // Broker or Dealer registered under Section 15 of the Act | OR 13D-2(B), CH | HECK WHETHER THE PERSON FILING IS A |

(15 U.S.C. 78o).

- (b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1 (b) (1) (ii) (F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 1(A). NAME OF ISSUER GREATER BAY BANCORP

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES 1900 UNIVERSITY AVE 6TH FL, 420 COWPER ST EAST PALO ALTO, CA 94303

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE Ebisu Prime Square Tower 8th Floor

1-1-39 Hiroo Shibuya-Ku Tokyo 150-8402 Japan

ITEM 2(C). CITIZENSHIP Japan

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock

ITEM 2(E). CUSIP NUMBER 391648102

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
- (a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 780).
- (b) // Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) /X/ Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
- (f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

2,752,739

(b) Percent of Class:

5.40%

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote 2,594,873

shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition of 2,752,739

(iv) shared power to dispose or to direct the disposition of

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP Not applicable

ITEM 10. CERTIFICATION

> (a) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(b):

> > By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

(b) The following certification shall be included if the statement is filed pursuant to section 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

| January 31, 2007 |
|------------------------------|
| Date |
| Signature |
| Robert J. Kamai Principal |
| Name/Title |