

Parker Raymond
Form 4
August 25, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Parker Raymond

2. Issuer Name and Ticker or Trading Symbol
HERITAGE COMMERCE CORP
[HTBK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
150 ALMADEN BOULEVARD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Banking Division

SAN JOSE, CA 95113

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Heritage Commerce Corp - Common Stock	06/08/2007 ⁽¹⁾		P		2.501	A	\$ 23.99
Heritage Commerce Corp - Common Stock	09/10/2007 ⁽¹⁾		P		2.786	A	\$ 21.59
Heritage Commerce	12/10/2007 ⁽¹⁾		P		4.719	A	\$ 17.04

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Corp - Common Stock								
Heritage Commerce Corp - Common Stock	03/19/2008 ⁽¹⁾	P	4.727	A	\$ 17.09	1,014.733	D	
Heritage Commerce Corp - Common Stock	06/06/2008 ⁽¹⁾	P	5.288	A	\$ 15.35	1,020.021	D	
Heritage Commerce Corp - Common Stock	09/10/2008 ⁽¹⁾	P	6.603	A	\$ 12.36	1,026.624	D	
Heritage Commerce Corp - Common Stock	12/10/2008 ⁽¹⁾	P	7.822	A	\$ 10.5	1,034.446	D	
Heritage Commerce Corp - Common Stock	03/10/2009 ⁽¹⁾	P	4.488	A	\$ 4.61	1,038.934	D	
Heritage Commerce Corp - Common Stock	08/24/2009	P	100	A	\$ 5	43,853.934	D	
Heritage Commerce Corp - Common Stock	08/25/2009	P	4,900	A	\$ 5	48,753.934	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				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
Parker Raymond 150 ALMADEN BOULEVARD SAN JOSE, CA 95113			EVP/Banking Division	

Signatures

/s/Raymond
Parker 08/25/2009

 **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) Raymond Parker's shares on 6/8/2007, 9/10/2007, 12/10/2007, 3/19/2008, 6/6/2008, 9/10/2008, 12/10/2008, 3/10/2009 were purchased through a reinvestment plan maintained with a personal account.

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.