

Webster Ranson W
Form 4
March 14, 2019

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 *
Webster Ranson W

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O HERITAGE BANK OF
COMMERCE, 150 ALMADEN
BLVD

(Street)

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

SAN JOSE, CA 95113

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, No Par Value	03/12/2019		M	3,500 A \$ 7.43	603,858	D	
Common Stock, No Par Value					4,560	I	Indirect By Other Beneficiary Type
Common Stock, No Par Value					2,733	I	Indirect By Son Or Daughter

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Common Stock, No Par Value	1,200	I	Indirect By Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Standard Employee Option - NSO	\$ 7.43	03/12/2019		M	3,500	05/04/2009	05/04/2019	Common Stock, No Par Value	3,500
Standard Employee Option - NSO	\$ 3.57					07/26/2010	07/26/2020	Common Stock, No Par Value	3,500
Standard Employee Option - NSO	\$ 5.16					06/16/2011	06/16/2021	Common Stock, No Par Value	4,500
Standard Employee Option - NSO	\$ 6.39					05/01/2012	05/01/2022	Common Stock, No Par Value	4,500
Standard Employee Option - NSO	\$ 6.57					04/30/2013	04/30/2023	Common Stock, No Par Value	4,500
Standard Employee Option - NSO	\$ 8.07					02/27/2014	02/27/2024	Common Stock, No	4,500

Option -
NSO

Par Value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Webster Ranson W C/O HERITAGE BANK OF COMMERCE 150 ALMADEN BLVD SAN JOSE, CA 95113	X			

Signatures

/s/ Debbie Reuter as Attorney in fact for Ranson W
Webster

03/14/2019

__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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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