

Benito Michael Eugene
 Form 4
 May 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Benito Michael Eugene

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)
 14911 BLOSSOM HILL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2012

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

LOS GATOS, CA 95032

(City) (State) (Zip)

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

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	(A) or (D)	Price
Heritage Commerce Corp - Common Stock ⁽¹⁾	05/01/2012		A		6,000	A	\$ 0 13,600
Heritage Commerce Corp - Common Stock					540	I	Indirect by spouse

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 12.5					11/28/2003	11/28/2013	Heritage Commerce Corp - Common Stock	25,000
Incentive Stock Option (right to buy)	\$ 22.78					02/16/2006	02/16/2016	Heritage Commerce Corp - Common Stock	4,400
Incentive Stock Option (right to buy)	\$ 23.89					05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock	155
Non-Qualified Stock Option (right to buy)	\$ 3.57					07/26/2010	07/26/2020	Heritage Commerce Corp - Common Stock	4,500
Non-Qualified Stock Option (right to buy)	\$ 7.43					05/04/2009	05/04/2019	Heritage Commerce Corp - Common Stock	4,500
Non-Qualified Stock Option	\$ 16					05/22/2008	05/22/2018	Heritage Commerce	7,000

(right to buy)

Non-Qualified
Stock Option \$ 22.78
(right to buy)

Non-Qualified
Stock Option \$ 22.89
(right to buy)

Non-Qualified
Stock Option \$ 23.85
(right to buy)

			Corp - Common Stock	
02/16/2006	02/16/2016		Heritage Commerce Corp - Common Stock	591
05/04/2007	05/04/2017		Heritage Commerce Corp - Common Stock	6,843
08/03/2006	08/03/2016		Heritage Commerce Corp - Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Benito Michael Eugene
14911 BLOSSOM HILL ROAD
LOS GATOS, CA 95032

EVP/Business Banking Division

Signatures

By: Debbie Reuter as Attorney in fact For: Michael
Benito

05/02/2012

__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 stock that vests on the second anniversary of the date of grant.

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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