

HERITAGE COMMERCE CORP  
Form 5  
February 12, 2015

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Hallgrimson Steven L.  
(Last) (First) (Middle)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/22/2014

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting  
(check applicable line)  
 Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

150 ALMADEN BLVD.  
(Street)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common	11/22/2011 <sup>(2)</sup>	Â	P4	1,000 A	\$ 4.469	D	Â
Common	12/22/2014 <sup>(1)</sup>	Â	S4	1,000 D	\$ 8.78	I	Indirect by Other Beneficiary Type
Common	Â	Â	Â	Â	Â	I	Private Foundation

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Common	Â	Â	Â	Â	Â	Â	7,000	I	with Son in an LLC
Common	Â	Â	Â	Â	Â	Â	3,000	I	Owned by Spouse
Common	Â	Â	Â	Â	Â	Â	3,500	I	SEP IRA
Common	Â	Â	Â	Â	Â	Â	2,000	I	Personal IRA
Common	Â	Â	Â	Â	Â	Â	3,300	I	Indirect by Trust

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)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Standard Employee Option - NSO	\$ 6.39	Â	Â	Â	Â Â	05/01/2012	05/01/2022	Common	0
Standard Employee Option - NSO	\$ 6.57	Â	Â	Â	Â Â	04/30/2013	04/30/2023	Common	0
Standard Employee Option - NSO	\$ 8.07	Â	Â	Â	Â Â	02/27/2014	02/27/2024	Common	0

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Hallgrimson Steven L.  
150 ALMADEN BLVD.  
SAN JOSE, CA 95113

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## Signatures

Debbie Reuter as Attorney in fact for Steven  
Hallgrimson

02/12/2015

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) The transaction was made on behalf of the reporting person in a discretionary account.
  - (2) This purchase occurred on 11/22/2011 which should be reported.

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