VANCE BRIAN L Form 4 March 15, 2019

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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)

(Last)

PO BOX 1578

VANCE BRIAN L

Form 5

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading Symbol

HERITAGE FINANCIAL CORP

/WA/ [HFWA]

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

03/14/2019

(Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director 10% Owner _ Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

OLYMPIA, WA 98507

(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. Transactic Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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 Beneficial Ownership (Instr. 4)	
Common Stock	03/14/2019		Code V S	Amount 916	(D)	Price \$ 31.48	115,630	D	
Common Stock	03/15/2019		S	12,705	D	\$ 31.53	102,925	D	
Common Stock	03/15/2019		M	1,700	A	\$ 31.36	104,625	D	
Common Stock	03/15/2019		M	1,492	A	\$ 31.36	106,117	D	
Common Stock	03/15/2019		F	1,221	D	\$ 31.36	104,896	D	

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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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	\$ 0	03/15/2019		M	1,700	(2)	03/15/2020	Common Stock	1,700
Restricted Stock Units (3)	\$ 0	03/15/2019		M	1,492	03/15/2021	03/15/2021	Common Stock	1,492

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director 10% Owner	Officer	Other				
VANCE BRIAN L							
PO BOX 1578	X						
OLYMPIA, WA 98507							

Signatures

/s/ Kaylene Lahn Attorney in Fact for Brian
Vance

**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) RSU grant 2017
- (2) Represents award pursuant to 2014 Omnibus Equity Plan; shares vest one third per year over a three year period. Each restricted stock unit represents the right to receive one share of the Issuer's Common Stock upon vesting.

Reporting Owners 2

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(3) RSU grant 2018

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.