

HERITAGE COMMERCE CORP

Form 3/A

April 22, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                                                                                                                                                                          |                                                            |
| Â Kaczmarek Walter Theodore               |         | (Month/Day/Year)                     | HERITAGE COMMERCE CORP [HTBK]                                                                                                                                                                                               |                                                            |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                                                                                                                                                            | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
|                                           |         | 03/17/2005                           |                                                                                                                                                                                                                             | 03/25/2005                                                 |
| 150 ALMADEN BLVD.                         |         |                                      | (Check all applicable)                                                                                                                                                                                                      | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street)                                  |         |                                      |                                                                                                                                                                                                                             | __X__ Form filed by One Reporting Person                   |
| SAN JOSE,Â CAÂ 95113                      |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>CEO and President | __ Form filed by More than One Reporting Person            |
| (City)                                    | (State) | (Zip)                                |                                                                                                                                                                                                                             |                                                            |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Heritage Commerce Corp - Common    | 51,000                                                   | D                                                                 | Â                                                        |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable    Expiration Date                         | Title    Amount or Number of                                                   |                                                        |                                                                        |                                                          |

Shares

(I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                   |       |
|----------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                      | Director      | 10% Owner | Officer           | Other |
| Kaczmarek Walter Theodore<br>150 ALMADEN BLVD.<br>SAN JOSE, CA 95113 | X             |           | CEO and President |       |

## Signatures

By: Rebecca Levey as Attorney in  
fact for

04/22/2005

\_\_\_\_\_  
Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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### Remarks:

51,000 shares acquired pursuant to a Restricted Stock Agreement dated March 17, 2005. These shares

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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