#### BISCEGLIA FRANK G

Form 4 May 23, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

BISCEGLIA FRANK G

1. Name and Address of Reporting Person \*

			HERITAGE COMMERCE CORP [HTBK]			(Check all applicable)					
(Last)	(Mo		(Month/D	Date of Earliest Transaction Month/Day/Year) 5/23/2007				_X_ Director 10% Owner Officer (give title Other (specify below) below)			
SAN JOSE,	(Street)			ndment, Danth/Day/Year		al			e)	ing Person	
		(T' )						Person			
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3) Heritage Commerce	2. Transaction Da (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	on(A) or D (D)	ispose 4 and (A) or	d of 5) Price	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)	
Corp - Common Stock	05/23/2007			O	4,950	A	\$ 5.25	14,955	D		
Heritage Commerce Corp - Common Stock								83,295	I	Indirect by Trust	
Heritage Commerce								12,784	I	Indirectcust/child	

Corp -Common Stock

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of Sha
Non-Qualified Stock Option (right to buy)	\$ 5.25	05/23/2007		O		4,950	07/01/1997	07/01/2007	Heritage Commerce Corp - Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 8.5						10/25/2002	10/24/2012	Heritage Commerce Corp - Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 11.21						09/17/1998	09/17/2008	Heritage Commerce Corp - Common Stock	6,
Non-Qualified Stock Option (right to buy)	\$ 14.09						12/16/1999	12/16/2009	Heritage Commerce Corp - Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 18.01						05/26/2005	05/26/2015	Heritage Commerce Corp -	2,

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				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 23.85	08/03/2006	08/03/2016	Heritage Commerce Corp - Common Stock	3,
Non-Qualified Stock Option (right to buy)	\$ 23.89	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock	4,

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BISCEGLIA FRANK G 150 ALMADEN BOULEVARD X SAN JOSE, CA 95113

## **Signatures**

By: Rebecca Levey as Attorney in fact For: Frank
Bisceglia
05/23/2007

\*\*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. 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.

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