

HERITAGE COMMERCE CORP
 Form 4
 September 04, 2007

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 *
 Kaczmarek Walter Theodore

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)
 150 ALMADEN BOULEVARD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

SAN JOSE, CA 95113
 (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 Indirect Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Heritage Commerce Corp - Common Stock	09/04/2007		P		5,000 A \$ 21.013	25,000	I Indirect by IRA
Heritage Commerce Corp - Common Stock						51,000	D

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
Incentive Stock Option (right to buy)	\$ 18.15					03/17/2005 03/17/2015	Heritage Commerce Corp - Common Stock	23,45	
Incentive Stock Option (right to buy)	\$ 23.85					08/03/2006 08/03/2016	Heritage Commerce Corp - Common Stock	235	
Non-Qualified Stock Option (right to buy)	\$ 18.15					03/17/2005 03/17/2015	Heritage Commerce Corp - Common Stock	26,54	
Non-Qualified Stock Option (right to buy)	\$ 23.85					08/03/2006 08/03/2016	Heritage Commerce Corp - Common Stock	19,76	
Non-Qualified Stock Option (right to buy)	\$ 23.89					05/04/2007 05/04/2017	Heritage Commerce Corp - Common Stock	25,00	

