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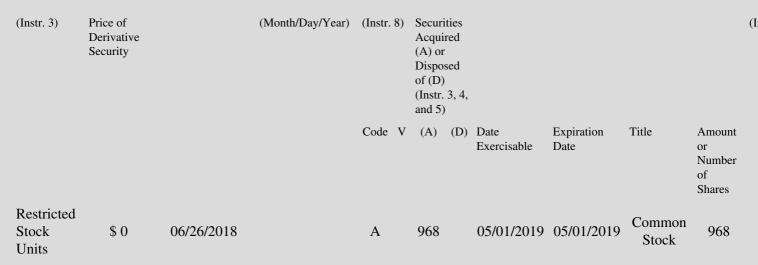
Watson Ann Form 4										
June 27, 2018										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
	STATES	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549				N OMB Number:	3235-0287			
Check this if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEN Filed pur								January 31, 2005 average Jrs per . 0.5	
may continu <i>See</i> Instruct 1(b).	ue.			•	•	ny Act of 1				
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> Watson Ann			2. Issuer Name and Ticker or Trading Symbol HERITAGE FINANCIAL CORP			5. Relationship of Reporting Person(s) to Issuer				
			/WA/ [HFWA]				(Check all applicable)			
(Last) (First) (Middle) PO BOX 1578			3. Date of Earliest Transaction (Month/Day/Year) 06/26/2018			X Director Officer (give below)		% Owner ner (specify		
(Street) OLYMPIA, WA 98507			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)		(Tin)					Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 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)	
Reminder: Repor	t on a separate line	for each cl	ass of sec	urities bene	ficially ov	vned directly	or indirectly.			
					infor requ	mation cont ired to resp ays a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Se

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Watson Ann PO BOX 1578 OLYMPIA, WA 98507	Х						
Signatures							
/s/Kaylene Lahn Attorney in Fa Watson	06/27/2018						
<u>**</u> Signature of Reporting Pe		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.