

HERITAGE FINANCIAL CORP /WA/
Form 4
March 05, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
PATJENS GREGORY

2. Issuer Name and Ticker or Trading Symbol
HERITAGE FINANCIAL CORP /WA/ [HFWA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 1578

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
ExVicePres / Heritage Bank

OLYMPIA, WA 98507

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

(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. 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/05/2007	03/05/2007	M	2,415 A	\$ 8.33 22,940	D	
Common Stock	03/05/2007	03/05/2007	M	2,415 A	\$ 8.04 25,355	D	
Common Stock	03/05/2007	03/05/2007	M	4,830 A	\$ 9.29 30,185	D	
Common Stock	03/05/2007	03/05/2007	M	4,253 A	\$ 11.67 34,438	D	

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

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(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. 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)	Amount or Number of Shares
						Date Exercisable	Expiration Date		
Incentive Stock Option (right to buy)	\$ 8.04	03/05/2007	03/05/2007	M	2,415	11/19/2002	11/19/2007	Common Stock	2,415
Incentive Stock Option (right to buy)	\$ 8.33	03/05/2007	03/05/2007	M	2,415	03/10/2002	03/10/2007	Common Stock	2,415
Incentive Stock Option (right to buy)	\$ 9.29	03/05/2007	03/05/2007	M	4,830	11/17/2002	11/17/2008	Common Stock	4,830
Incentive Stock Option (right to buy)	\$ 11.67	03/05/2007	03/05/2007	M	4,253	02/19/2003	02/19/2010	Common Stock	4,253

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATJENS GREGORY PO BOX 1578			ExVicePres / Heritage Bank	

OLYMPIA, WA 98507

Signatures

Gregory D. Patjens

03/05/2007

__Signature of Reporting Person

Date

Edward D. Cameron for Gregory D.
Patjens

03/05/2007

__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.

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