

HERCULES TECHNOLOGY GROWTH CAPITAL INC
 Form 4
 February 27, 2008

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 *
 Lund David Michael

2. Issuer Name and Ticker or Trading Symbol
 HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 80 HOLLINS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/25/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Fin & Corporate Controll

SANTA CRUZ, CA 95060
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock \$0.001 | 02/25/2008 | | A | 16,000 (1) | A (1) 19,580 (2) | D | |

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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options to Purchase Common Stock | \$ 12.2 | 02/25/2008 | | A | 35,817 | (³) 02/25/2015 | Common Stock; \$0.001 par value | 35,817 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lund David Michael 80 HOLLINS DRIVE SANTA CRUZ, CA 95060 | | | VP of Fin & Corporate Controll | |

Signatures

/s/Scott Harvey, Attorney-in-Fact for David Lund

 **Signature of Reporting Person

02/25/2008

 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).
- (1) Shares issued as an automatic grant pursuant to the Amended and Restated 2007 Equity Incentive Plan and are subject to forfeiture restrictions of 1/4 lapsing on 2/25/09 and the remaining 3/4 lapsing prorata over the following 36 months ending 2/25/2012.
- (2) Includes shares acquired through the Hercules Technology Growth Capital, Inc.'s Dividend Reinvestment Plan.
- (3) One-third of the options vest on 02/25/09 and two-thirds of the options vest prorata over the following twenty four months ending 02/25/11.

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.