

HERITAGE COMMERCE CORP  
Form 4  
March 06, 2017

**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 \*  
Conner Jack W

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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2017

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

HERITAGE COMMERCE CORP, 150 ALMADEN BLVD.

(Street)

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

SAN JOSE, CA 95113

(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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/02/2017		M			5,500	A	\$ 7.43	100,713	D	
Common Stock	03/02/2017		M			384	A	\$ 5.16	101,097	D	
Common Stock	03/02/2017		M			5,000	A	\$ 6.39	106,097	D	
Common Stock	03/02/2017		M			500	A	\$ 6.39	106,597	D	
Common Stock	03/02/2017		M			5,797	A	\$ 6.57	112,394	D	

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Common Stock	03/02/2017	M	4,536	A	\$ 8.07	116,930	D	
Common Stock	03/02/2017	S	10,833	D	\$ 14.139 <u>(1)</u>	106,097	D	
Common Stock						7,783	I	Indirect By Spouse

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Standard Employee Option - NSO	\$ 7.43	03/02/2017		M	5,500	05/04/2009 05/04/2019	Common Stock	5,500	
Standard Employee Option - NSO	\$ 5.16	03/02/2017		M	384	06/16/2011 06/16/2021	Common Stock	384	
Standard Employee Option - NSO	\$ 6.39	03/02/2017		M	5,000	05/01/2012 05/01/2022	Common Stock	5,000	
Standard Employee Option - NSO	\$ 6.39	03/02/2017		M	500	05/01/2012 05/01/2022	Common Stock	500	
	\$ 6.57	03/02/2017		M	5,797	04/30/2013 04/30/2023		5,797	

Standard Employee Option - NSO								Common Stock	
Standard Employee Option - NSO	\$ 8.07	03/02/2017	M	4,536	02/27/2014	02/27/2024		Common Stock	4,536
Standard Employee Option - NSO	\$ 23.89				05/04/2007	05/04/2017		Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Conner Jack W HERITAGE COMMERCE CORP 150 ALMADEN BLVD. SAN JOSE, CA 95113	X			

## Signatures

Debbie Reuter as Attorney in fact for Jack Conner	03/06/2017
**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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.0800 to \$14.2200, inclusive. The reporting person undertakes to provide to Heritage Commerce Corp, any security holder of Heritage Commerce Corp, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.

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.