

Benito Michael Eugene  
 Form 3  
 February 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Â Benito Michael Eugene (Last) (First) (Middle)  14911 BLOSSOM HILL ROAD (Street)  LOS GATOS,Â CAÂ 95032 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2012	3. Issuer Name <b>and</b> Ticker or Trading Symbol HERITAGE COMMERCE CORP [HTBK]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP/Business Banking Division	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Heritage Commerce Corp - Common Stock	7,600	D	Â
Heritage Commerce Corp - Common Stock	540	I	Indirect by spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Incentive Stock Option (right to buy)	11/28/2003	11/28/2013	Heritage Commerce Corp - Common Stock	25,000	\$ 12.5	D	Â
Incentive Stock Option (right to buy)	02/16/2006	02/16/2016	Heritage Commerce Corp - Common Stock	4,409	\$ 22.78	D	Â
Incentive Stock Option (right to buy)	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock	155	\$ 23.89	D	Â
Non-Qualified Stock Option (right to buy)	07/26/2010	07/26/2020	Heritage Commerce Corp - Common Stock	4,500	\$ 3.57	D	Â
Non-Qualified Stock Option (right to buy)	05/04/2009	05/04/2019	Heritage Commerce Corp - Common Stock	4,500	\$ 7.43	D	Â
Non-Qualified Stock Option (right to buy)	05/22/2008	05/22/2018	Heritage Commerce Corp - Common Stock	7,000	\$ 16	D	Â
Non-Qualified Stock Option (right to buy)	02/16/2006	02/16/2016	Heritage Commerce Corp - Common Stock	591	\$ 22.78	D	Â
Non-Qualified Stock Option (right to buy)	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock	6,845	\$ 22.89	D	Â
Non-Qualified Stock Option (right to buy)	08/03/2006	08/03/2016	Heritage Commerce Corp -	5,000	\$ 23.85	D	Â

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Benito Michael Eugene 14911 BLOSSOM HILL ROAD LOS GATOS, CA 95032	Â	Â	Â EVP/Business Banking Division	Â

## Signatures

By: Debbie Reuter as Attorney in fact For: Michael Benito 02/03/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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.