

HERITAGE COMMERCE CORP

Form 4

April 30, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TOENISKOETTER CHARLES J

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)

C/O REDWOOD TRUST, ONE  
BELVEDERE PLACE #300

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2015

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

MILL VALLEY, CA 94941

(City) (State) (Zip)

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  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                     | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common <sup>(1)</sup>                 | 04/28/2015                              |                                                             | A                        |                                                                            | 1,768                                                                                                              | A                                                                    | \$ 0                                                              |
| Common                                |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | 3,018                                                             |
| Common                                |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | 150                                                               |
| Common                                |                                         |                                                             |                          |                                                                            |                                                                                                                    |                                                                      | 14,500                                                            |

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

**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**

SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. P<br>Der<br>Sec<br>(Ins |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                            |
| Standard<br>Employee<br>Option -<br>NSO             | \$ 23.85                                                              |                                         |                                                             |                                         |                                                                                                                       | 08/03/2006                                                     | 08/03/2016         | Common                                                              | 0                                      |                            |
| Standard<br>Employee<br>Option -<br>NSO             | \$ 23.89                                                              |                                         |                                                             |                                         |                                                                                                                       | 05/04/2007                                                     | 05/04/2017         | Common                                                              | 0                                      |                            |
| Standard<br>Employee<br>Option -<br>NSO             | \$ 5.16                                                               |                                         |                                                             |                                         |                                                                                                                       | 06/16/2011                                                     | 06/16/2021         | Common                                                              | 0                                      |                            |
| Standard<br>Employee<br>Option -<br>NSO             | \$ 6.39                                                               |                                         |                                                             |                                         |                                                                                                                       | 05/01/2012                                                     | 05/01/2022         | Common                                                              | 0                                      |                            |
| Standard<br>Employee<br>Option -<br>NSO             | \$ 6.57                                                               |                                         |                                                             |                                         |                                                                                                                       | 04/30/2013                                                     | 04/30/2023         | Common                                                              | 0                                      |                            |
| Standard<br>Employee<br>Option -<br>NSO             | \$ 7.43                                                               |                                         |                                                             |                                         |                                                                                                                       | 05/04/2009                                                     | 05/04/2019         | Common                                                              | 0                                      |                            |
| Standard<br>Employee<br>Option -<br>NSO             | \$ 8.07                                                               |                                         |                                                             |                                         |                                                                                                                       | 02/27/2014                                                     | 02/27/2024         | Common                                                              | 0                                      |                            |

Standard  
Employee  
Option -  
NSO

\$ 18.01

05/26/2005 05/26/2015 Common 0

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

TOENISKOETTER CHARLES J  
C/O REDWOOD TRUST  
ONE BELVEDERE PLACE #300  
MILL VALLEY, CA 94941

## Signatures

Debbie Reuter as Attorney in fact for Charles  
Toeniskoetter

04/30/2015

\_\_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) Restricted stock vests 25% each year on an annualized basis.

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.