

HERITAGE FINANCIAL CORP /WA/  
Form 3  
May 09, 2014

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |                                                                        |
| Â McDonald Bryan                          |         | (Month/Day/Year)                     | HERITAGE FINANCIAL CORP /WA/ [HFWA]                                        |                                                                        |
| (Last)                                    | (First) | (Middle)                             | 05/01/2014                                                                 |                                                                        |
| PO BOX 1578                               |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                                                     |                                                                        |
| OLYMPIA,Â WAÂ 98043                       |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|                                           |         |                                      | (give title below) (specify below)                                         | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|                                           |         |                                      | Exe, VP and CLO of the Bank                                                |                                                                        |

**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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 9,365 <sup>(1)</sup>                                  | D                                                        | Â                                                     |
| Common Stock                    | 9,015 <sup>(1)</sup>                                  | I                                                        | 401k                                                  |
| Common Stock                    | 3,143 <sup>(2)</sup>                                  | D                                                        | Â                                                     |
| Common Stock                    | 6,221 <sup>(3)</sup>                                  | D                                                        | Â                                                     |

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

SEC 1473 (7-02)

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**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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--------------------------------------------|-----------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|
|--------------------------------------------|-----------------------------------------|----------------------------------------------|---------------|--------------|----------------------------------|

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| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | Ownership<br>(Instr. 5) |   |   |
|---------------------|-----------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------|---|---|
| Date<br>Exercisable | Expiration<br>Date                | Title                                             | Amount or<br>Number of<br>Shares                                                     |                         |   |   |
| 05/01/2014          | 06/26/2018                        | Common<br>Stock                                   | 5,286                                                                                | \$ 8.26                 | D | Â |
| 05/01/2014          | 04/26/2017                        | Common<br>Stock                                   | 1,262                                                                                | \$ 15.12                | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |                               |       |
|----------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                    | Director      | 10% Owner | Officer                       | Other |
| McDonald Bryan<br>PO BOX 1578<br>OLYMPIA, WA 98043 | Â             | Â         | Â Exe, VP and CLO of the Bank | Â     |

## Signatures

/s/Kaylene Lahn POA for Bryan  
McDonald

05/09/2014

\_\_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).

- Represents shares of Heritage Financial Corporation ("Heritage") common stock received in exchange for shares of Washington Banking Company ("Washington Banking") common stock in connection with merger of Washington Banking into Heritage Financial Corporation
- (1) ("Heritage"), with each share of Washington Banking common stock converted into 0.89000 of a share of Heritage commons stock and \$2.75 in cash, pursuant to the terms of an Agreement and Plan of Merger dated October 23, 2013 between Heritage and Washington Banking ("Merger Agreement").
  - (2) Represents award of Heritage restricted stock which vest in equal installments over a four year period.
  - (3) Represents shares of Heritage common stock issued in settlement of Washington Banking restricted stock units effective as of the merger.
  - (4) Represents Washington Banking options that were converted into Heritage options, pursuant to the terms of the Merger Agreement.

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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