

BIAGGIO WILLIAM DEL JR  
Form 4  
December 12, 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 \*  
BIAGGIO WILLIAM DEL JR

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)  
150 ALMADEN BOULEVARD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/10/2008

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

SAN JOSE, CA 95113

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

(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	(D)	Price
Heritage Commerce Corp - Common Stock	12/10/2008		S		2,000	D	\$ 11.5
Heritage Commerce Corp - Common Stock					49,000	I	
Heritage Commerce Corp - Common Stock					5,716	I	

Corp -  
Common  
Stock

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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 23.85					08/03/2006	08/03/2016	Heritage Commerce Corp - Common Stock	4,192
Incentive Stock Option (right to buy)	\$ 23.89					05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock	3,859
Non-Qualified Stock Option (right to buy)	\$ 8.5					10/25/2002	10/24/2012	Heritage Commerce Corp - Common Stock	7,500
Non-Qualified Stock Option (right to buy)	\$ 11.21					09/17/1998	09/17/2008	Heritage Commerce Corp - Common Stock	6,600
	\$ 14.09					12/16/1999	12/16/2009		3,300

Non-Qualified Stock Option (right to buy)				Heritage Commerce Corp - Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 18.01	05/26/2005	05/26/2015	Heritage Commerce Corp - Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 23.85	08/03/2006	08/03/2016	Heritage Commerce Corp - Common Stock	1,300
Non-Qualified Stock Option (right to buy)	\$ 23.89	05/04/2007	05/04/2017	Heritage Commerce Corp - Common Stock	3,140

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIAGGIO WILLIAM DEL JR 150 ALMADEN BOULEVARD SAN JOSE, CA 95113	X		Business Development	

## Signatures

By: Rebecca Levey as Attorney in fact For: William Del Biaggio, Jr.

12/12/2008

\_\_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).

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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