

Parker Raymond
Form 4
June 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
Parker Raymond

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)
06/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP/Banking Division

SAN JOSE, CA 95113

(City) (State) (Zip)

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

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 | 06/16/2011 | | A | | 8,500 | A | \$ 0 80,253.934 |

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 number.

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(9-02)

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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) | \$ 18.65 | | | | | 05/16/2005 05/16/2015 | Heritage Commerce Corp - Common Stock 22,800 |
| Incentive Stock Option (right to buy) | \$ 23.85 | | | | | 08/03/2006 08/03/2016 | Heritage Commerce Corp - Common Stock 4,020 |
| Non-Qualified Stock Option (right to buy) | \$ 18.65 | | | | | 05/16/2005 05/16/2015 | Heritage Commerce Corp - Common Stock 2,190 |
| Non-Qualified Stock Option (right to buy) | \$ 20 | | | | | 08/11/2005 08/11/2015 | Heritage Commerce Corp - Common Stock 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 23.85 | | | | | 08/03/2006 08/03/2016 | Heritage Commerce Corp - Common Stock 7,970 |
| Non-Qualified Stock Option (right to buy) | \$ 23.89 | | | | | 05/04/2007 05/04/2017 | Heritage Commerce Corp - Common Stock 15,000 |

