

HERITAGE COMMERCE CORP

Form 4

November 27, 2006

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

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(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)

7198 WOODED LAKE DRIVE

(Street)

SAN JOSE, CA 95120

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

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)
Heritage Commerce Corp - Common	11/27/2006	11/27/2006	G	2,000 D \$ 0	74,999	D	
Heritage Commerce Corp - Common					5,716	I	By Spouse
Heritage Commerce Corp - Common					49,000	I	By Trust

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

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(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)	8. Amount or Number of Shares
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 5.25					07/01/1997 07/01/2007	Heritage Commerce Corp - Common	4,950
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 11.21					09/17/1998 09/17/2008	Heritage Commerce Corp - Common	6,600
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 14.09					12/16/1999 12/16/2009	Heritage Commerce Corp - Common	3,300
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 8.5					10/25/2002 10/24/2012	Heritage Commerce Corp - Common	7,500
Heritage	\$ 18.01					05/26/2005 05/26/2015	Heritage	2,500

Commerce Corp Stock Option (Right to Buy)					Commerce Corp - Common	
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 23.85	08/03/2006	08/03/2016		Heritage Commerce Corp - Common	5,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIAGGIO WILLIAM DEL JR 7198 WOODED LAKE DRIVE SAN JOSE, CA 95120	X			Business Development

Signatures

By: Rebecca Levey as Attorney in
fact for

11/27/2006

__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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