HERITAGE COMMERCE CORP Form 3/A April 22, 2005 UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549 OMB

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

OMB APPROVAL

3235-0104 Number: January 31, Expires: 2005 Estimated average burden hours per 0.5 response...

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Kaczmarek Walter Theodore			2. Date of Event Requir Statement (Month/Day/Year)	6 5. 155der 14di	3. Issuer Name and Ticker or Trading Symbol HERITAGE COMMERCE CORP [HTBK]					
(Last) 150 ALMADE	(First)	(Middle)	03/17/2005	4. Relationsh Person(s) to I	ip of Reporting ssuer	5. If Amendment, Date Original Filed(Month/Day/Year)				
	(Street)			X Directo X Officer (give title below	all applicable) r 10% Other w) (specify belo and President	Owner r	03/25/2005 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One			
(City)	(State)	(Zip)	Table I			ies Be	Reporting Person neficially Owned			
1.Title of Security (Instr. 4)	y			nt of Securities ally Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	•			
Heritage Com	merce Co	rp - Comm	ion 51,000		D	Â				
Reminder: Report owned directly or	-	te line for ea	ch class of securities ben	eficially S	SEC 1473 (7-02	2)				
7 -1	inform require curren	ation conta ed to respo tly valid Ol	oond to the collection lined in this form are nd unless the form d MB control number.	not isplays a		tions				
Tat	Die II - Deri	ivative Secul	rities Beneficially Owne	u (e.g., puts, calls	, warrants, opt	uons, c	convertible securities)			

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

Shares

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner Officer		Other		
Kaczmarek Walter Theodore 150 ALMADEN BLVD. SAN JOSE, CA 95113	ÂX	Â	CEO and President	Â		
Signatures						
By: Rebecca Levey as Attorney fact for	04/2					
**Signature of Reporting Person		I	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).

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Remarks:

51,000 shares acquired pursuant to a Restricted Stock Agreement dated March 17, 2005. Â These sha

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.