HERITAGE COMMERCE CORP

Form 4 July 08, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

BLAIR JAMES R

1. Name and Address of Reporting Person *

BLAIR JAW	IES K		Symbol HERITA [HTBK]	GE COM	IMERCI	E CO		(Chec	k all applicable)
(Last) 1645 THE A	(First)	(Middle)	3. Date of 1 (Month/Da 07/07/20	y/Year)	insaction			_X_ Director Officer (give below)		Owner or (specify
SAN JOSE,	(Street)	4. If Amen	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)						Person		
. •	, ,						-	ired, Disposed of		•
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Exect any	eemed ation Date, if th/Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Commerce Corp - Common	07/07/2005			J	4,950	A	\$ 5.25	33,124	D	
Heritage Commerce Corp - Common	07/07/2005			J	6,600	A	\$ 11.21	39,724	D	
Heritage Commerce Corp - Common	07/07/2005			J	3,300	A	\$ 14.09	43,024	D	

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Heritage Commerce Corp -

Common

15,322

I

By Trust

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Security or Exercise Code of (Month/Day/Year) (Instr. 3 and 4) any (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities Derivative Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Date Expiration Title Number Exercisable Date of Code V (A) (D) Shares Heritage Commerce Heritage Commerce Corp Stock \$ 8.5 10/25/2002 10/24/2012 7,500 Option Corp -(Right to Common Buy) Heritage Commerce Heritage Corp Stock Commerce \$ 18.01 05/26/2005 05/26/2015 2,500 Option Corp -(Right to Common

Reporting Owners

Buy)

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BLAIR JAMES R						
1645 THE ALAMEDA	X					
SAN JOSE, CA 95126						

Reporting Owners 2

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Signatures

By: Rebecca Levey as Attorney in 67/08/2005

**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).

Remarks:

Stock Option Exercise

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.

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