Conner Jack W Form 4 August 24, 2006

FORM 4

Check this box

if no longer

Section 16.

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 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)

(Last)

SOUTH

1. Name and Address of Reporting Person * Conner Jack W

(First)

(Street)

50156 HIDDEN VALLEY TRAIL

(Middle)

2. Issuer Name and Ticker or Trading Symbol

HERITAGE COMMERCE CORP

[HTBK]

3. Date of Earliest Transaction

(Month/Day/Year)

08/24/2006

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

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Issuer

_X__ Director

Officer (give title

INDIAN WELLS, CA 92210

(City)	(State) (Z	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)	(osed 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)	
Heritage Commerce Corp - Common	08/24/2006		P	1,000 A	\$ 23.11	8,000	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Conner Jack W - Form 4

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

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. Transactic Code (Instr. 8)	5. DriNumber 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
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 17.44					10/28/2004	10/28/2014	Heritage Commerce Corp - Common	7,500
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 18.01					05/26/2005	05/26/2015	Heritage Commerce Corp - Common	2,500
Heritage Commerce Corp Stock Option (Right to Buy)	\$ 23.85					08/03/2006	08/03/2016	Heritage Commerce Corp - Common	3,300

Reporting Owners

Reporting Owner Name / Address	Relationships					
topotong owner tunner, thursday	Director	10% Owner	Officer	Other		
Conner Jack W 50156 HIDDEN VALLEY TRAIL SOUTH INDIAN WELLS, CA 92210	X					
Signatures						
By: Rebecca Levey as Attorney in fact for	08/24/2006					

Reporting Owners 2

**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. 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.

Signatures 3