Edgar Filing: FLUETSCH PETER - Form 4

ELUETOCU DETEL

| Form 4 August 01, 20 | | | | | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------|------------|--------------------------------------------------|-------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|---------------------|--|
| FORM | 1 | STATES | | | | | NGE C | OMMISSION | OMB | PROVAL 3235-0287 | |
| Check thi if no long subject to Section 10 Form 4 or | er STATEM 6. | Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | Number: Expires: Estimated a burden hour response | January 31, 2005 verage | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 R | Responses) | | | | | | | | | | |
| 1. Name and A FLUETSCH | 2. Issuer Name and Ticker or Trading Symbol HERITAGE FINANCIAL CORP /WA/ [HFWA] | | | | ng | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| | | | | | RP | (Check all applicable) | | | | | |
| (Last) PO BOX 15 | | | 3. Date of (Month/D 07/30/20 | • | ansaction | | | X Director Officer (give to below) | | Owner r (specify | |
| (Street) | | | 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 | | | |
| OLYMPIA, | WA 98507 | | | | | | | Form filed by M Person | lore than One Re | porting | |
| (City) | (State) (| Zip) | Table | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | y Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deem Execution any (Month/D | Date, if | 3. Transactio Code (Instr. 8) Code V | (Instr. 3, | spose | 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) | | |
| Common Stock | 07/30/2012 | 07/30/20 | 012 | М | 1,500 | A | \$ 11.35 | 43,844 | D | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: FLUETSCH PETER - Form 4

| 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. Number on f 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 | Amou or Numb of Shares |
| Non-qualified stock option (right to buy) | \$ 11.35 | 07/30/2012 | 07/30/2012 | М | 1,500 | 02/26/2010 | 02/26/2017 | common stock | 1,50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|----------------------------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| FLUETSCH PETER PO BOX 1578 OLYMPIA, WA 98507 | Х | | | | | | |
| Signatures | | | | | | | |
| Kaylene Lahn POA for Peter Fluetsch | 07/31/2012 | | | | | | |
| **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.