

HERITAGE COMMERCE CORP  
 Form 4  
 February 22, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 TOENISKOETTER CHARLES J

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)  
 1960 THE ALAMEDA  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/21/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

SAN JOSE, CA 95126

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Heritage Commerce Corp - Common | 02/21/2007                           | 02/21/2007   | S                              | 110 D \$ 26.71  | 12,654  | I  | By Profit Sharing Plan Trust                          |
| Heritage Commerce Corp - Common | 02/21/2007                           | 02/21/2007   | S                              | 890 D \$ 26.68  | 11,764  | I  | By Profit Sharing Plan Trust                          |
| Heritage Commerce Corp - Common |                                      |  |                                |   | 1,250   | D  |   |

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Heritage  
Commerce  
Corp -  
Common

150

I

By  
Spouse

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

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SEC 1474  
(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) | \$ 8.96  |                                      |  |                                |   | 07/26/2002 07/25/2012                                    | Heritage Commerce Corp - Common                               | 7,500                         |
| Heritage Commerce Corp Stock Option (Right to Buy) | \$ 8.5   |                                      |  |                                |   | 10/25/2002 10/24/2012                                    | 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                                  | \$ 23.85   |                                      |  |                                |   | 08/03/2006 08/03/2016                                    | Heritage Commerce   | 3,300                         |

Corp Stock  
 Option  
 (Right to  
 Buy)

Corp -  
 Common

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TOENISKOETTER CHARLES J<br>1960 THE ALAMEDA<br>SAN JOSE, CA 95126 | X             |           |         |       |

## Signatures

By: Rebecca Levey as Attorney in fact for  
 Date: 02/22/2007

\_\_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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