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

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number: 333-23877

(CHECK	ONE):	[X]Form 10-K [] Form 11-K [] Form 20-F [] Form 10-Q [] Form N-SA
For Period		December 31, 2004 [] Transition Report on Form 10-K [] Transition Report on Form 20-F [] Transition Report on Form 11-K [] Transition Report on Form 10-Q [] Transition Report on Form N-SAR For the Transition Period Ended
NO	THING I	N THIS FORM SHALL BE CONSTRUED TO IMPLY THAT THE COMMISSION HAS VERIFIED ANY INFORMATION CONTAINED HEREIN.
If the noti relates:	fication re	elates to a portion of the filing checked above, identify the Item(s) to which the notification
PART I. I	REGISTR	ANT INFORMATION
Heritage (
Full Name	e of Regis	trant
Former N	ame if Ap	plicable
	den Boule	al Executive Office (Street and Number) evard, San Jose, California 95113 Code
PART II.	RULES 1	2b-25(b) AND (c)
		ect report could not be filed without unreasonable effort or expense and the registrant seeks relic b-25(b), the following should be completed. (Check box if appropriate)
[X]	(a)	The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
[X]	(b)	The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
[]	(c)	The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III. NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period.

On March 15, 2005 the Company announced that management and the Board of Directors concluded that the Company's financial statements for the years ended December 31, 2002, December 31, 2003 and the first three quarters in 2004 ending March 31, June 30 and September 30, should no longer be relied upon and should be restated as a result in errors in accounting treatment. The Company is unable, without unreasonable effort and expense, to file its Annual Report on Form 10K for the year ended December 31, 2004 on a timely basis. The extension is requested in order to give management time to incorporate the correct accounting for the items that have lead to the restatements into the Form 10K and to give the Company's Audit Committee and the Company's independent registered public accounting firm time to review the filing.

See th	e Registrant's Form 8-K filed March	15, 2005 and the information of	contained therein].		
		(1	ATTACH EXTRA SHEETS IF NEEDED)		
PART	IV. OTHER INFORMATION				
(1)	Name and telephone number of person to contact in regard to this notification.				
	Lawrence D. McGovern (Name)		947-6900 (Telephone Number)		
(2)	Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). [X] Yes [] No				
(3)		s from the corresponding period for the ncluded in the subject report or portion			
			[] Yes [X] No		
	If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.				
	9.7	Heritage Commerce Corp.			
has cau	(Name used this notification to be signed on	of Registrant as Specified in Clits behalf by the undersigned h			
Date:_	March 15, 2005	By: /s/ Lawrenc Name: Lawrenc	ee D. McGovern		
			Vice President and Chief Financial Officer		