PATJENS GREGORY
Form 4
May 27, 2010

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PATJENS GREGORY

(Last) (First) (Middle)

PO BOX 1578

(Street)

OLYMPIA, WA 98507

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HERITAGE FINANCIAL CORP /WA/ [HFWA]

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2010

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
ExVicePres / Heritage Bank

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

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, no par value	05/25/2010		A		1,251	A	(1)	31,964	D	

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	$ 11.35	02/26/2009		A		3,600		02/26/2010(2)	02/26/2017	Common Stock	3,600
Incentive Stock Option	$ 14.77	05/25/2010		A		4,876		05/25/2011(3)	05/25/2020	Common Stock	4,876

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PATJENS GREGORY PO BOX 1578 OLYMPIA, WA 98507			ExVicePres / Heritage Bank	

Signatures

Gregory D. Patjens	05/27/2010
**Signature of Reporting Person	Date
Kaylene Lahn for Gregory D. Patjens	05/27/2010
**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).

(1) Represents award of restricted stock under the 2010 Omnibus Equity Plan. Vest in equal installments of 25% per year beginning on 05/25/2011.

(2) Grant to reporting person of option to purchase shares of common stock under the issuer's 2006 stock option plan, in a transaction exempt from Rule 16b-3. One third of the option is exercisable annually beginning one year after grant and expires five years after it becomes exercisable.

(3) Represents incentive stock option under the 2010 Omnibus Equity Plan. Vests in equal installments of 25% per year beginning on 05/25/2011.

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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