

Spurling David A
Form 4
March 16, 2018

FORM 4

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

OMB APPROVAL

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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 *
Spurling David A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
201 5TH AVE SW
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Credit Officer

OLYMPIA, WA 98501
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/15/2018		M	524 A \$ 31.9	28,874	D	
Common Stock	03/15/2018		F	119 D \$ 31.9	28,755	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 Security (Instr. 3 and 4)
Restricted Stock Units	\$ 0	02/28/2018		A	1,380	03/15/2021 ⁽¹⁾ 03/15/2021	Common Stock
Performance Share Units	\$ 0	02/28/2018		A	1,380	⁽²⁾ 03/15/2021	Common Stock
Restricted Stock Units	⁽¹⁾	03/15/2018		M	524	03/15/2020 ⁽¹⁾ 03/15/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Spurling David A 201 5TH AVE SW OLYMPIA, WA 98501			Chief Credit Officer	

Signatures

David A. Spurling	03/16/2018
<i>**Signature of Reporting Person</i>	<i>Date</i>
Kaylene Lahn POA for David A Spurling	03/16/2018
<i>**Signature of Reporting Person</i>	<i>Date</i>

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 pursuant to 2014 Omnibus Equity Plan; shares vest one third per year over a three year period. Each restricted stock unit represents the right to receive one share of the Issuer's Common Stock upon vesting.
- (2) Represents stock performance unit granted pursuant to the 2014 Omnibus Equity Plan. Units vest after three years contingent on meeting performance metrics.

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.