

Bhaumik Sam
 Form 4
 March 19, 2009

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 *
Bhaumik Sam

2. Issuer Name and Ticker or Trading Symbol

**HERCULES TECHNOLOGY
 GROWTH CAPITAL INC [HTGC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

**C/O HERCULES TECHNOLOGY
 GROWTH CAPITAL, 400
 HAMILTON AVENUE**

3. Date of Earliest Transaction
 (Month/Day/Year)
03/17/2009

(Street)

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

PALO ALTO, CA 94301

(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 Ownership (Instr. 4)
Common Stock \$0.001 par value	03/17/2009		A	(A) or (D) Amount (D) Price 30,000 <u>(1)</u>	A <u>(1)</u> 78,983	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)	Amount or Number of Shares
Options to Purchase Common Stock	\$ 4.21	03/17/2009		A	65,000	⁽²⁾ 03/17/2016	Common Stock:\$0.001 par value	65,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bhaumik Sam C/O HERCULES TECHNOLOGY GROWTH CAPITAL 400 HAMILTON AVENUE PALO ALTO, CA 94301			Senior Managing Director	

Signatures

/s/Scott Harvey, Attorney-in-Fact for Sam Bhaumik
03/17/2009
**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) Shares issued as a grant pursuant to the Amended and Restated 2007 Equity Incentive Plan and are subject to forfeiture restrictions of one fourth lapsing on 03/17/2010, one fourth lapsing on 03/17/2011, one fourth lapsing on 03/17/2012 and one-fourth lapsing on 03/17/2013.
- (2) One-third of the options vest on 03/17/2010 and two-thirds of the options vest prorata over the following twenty four months ending 03/17/2013.

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.