HERITAGE FINANCIAL CORP/WA/

Form 5

Common

Stock

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12/31/2015

February 16, 2016

FORM 5

FURIN	l D									
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB Number:	3235-0362	
Check thi no longer		Wa	Washington, D.C. 20549					Expires:	January 31,	
to Section Form 4 or 5 obligati may cont	n 16. r Form ANN ons inue.		ATEMENT OF CHANGES IN BENEFI OWNERSHIP OF SECURITIES				TICIAL	Estimated average burden hours per response		
See Instru 1(b). Form 3 H Reported Form 4 Transacti Reported	Filed puri foldings Section 17(a	suant to Section a) of the Public U 30(h) of the I	Itility Holdir	ng Comp	any A	Act of 19		1		
1. Name and A	Address of Reporting I	Symbol HERIT	_				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	XBirector				Officer (give t		Owner er (specify			
PO BOX 13	578									
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6.	6. Individual or Joint/Group Reporting			
							(check	applicable line)		
OLYMPIA	, WA 98507					_	C_Form Filed by C _Form Filed by M			
(City)	(State)	(Zip) Tab	ole I - Non-Der	ivative Se	curitio	es Acquir	ed, Disposed of,	or Beneficial	ly 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)		d of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Amount	or	Price	(Instr. 3 and 4)			
Common Stock	12/03/2012	Â	G	2,730	D	\$ 14.17	31,496	D	Â	
Common Stock	02/16/2016	Â	G	420	D	\$ 16.71	31,076	D	Â	
Common Stock	02/16/2016	Â	G	2,250	D	\$ 18.7	28,826	D	Â	

by

daughter

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2,850

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Common Stock Â Â Â Â Â A 2,850 I By Son

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

Persons who respond to the collection of information contained in this form are not required to respond unless (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

the form displays a currently valid OMB control number.

D

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rrlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
LYON JEFFREY S PO BOX 1578 OLYMPIA, WA 98507	ÂΧ	Â	Â	Â			

Signatures

Jeffrey S. Lyon

**Signature of Reporting Person

Kaylene Lahn POA for

Jeffrey Lyon

**Signature of Reporting Person

Date

02/16/2016

02/16/2016

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 provided 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.

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