

Spurling David A
Form 3
May 28, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Spurling David A | | (Month/Day/Year) | HERITAGE FINANCIAL CORP /WA/ [HFWA] | |
| (Last) | (First) | (Middle) | 05/25/2010 | |
| 201 5TH AVE SW | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| OLYMPIA,Â WAÂ 98501 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Credit Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------|---|--|---|
| Common Stock, no par value per share | 11,263 ⁽⁸⁾ | D | Â |
| Common Stock, no par value per share | 4,076 | I | By KSOP |
| Common Stock, no par value per share | 1,177 ⁽¹⁾ | D | Â |
| Common Stock, no par value per share | 1,000 ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|---------------------------------|---|--|---------------|--------------|----------------------------------|
|---------------------------------|---|--|---------------|--------------|----------------------------------|

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| (Instr. 4) | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--------------|---------------------------|--------------------|-----------------------------------|----------------------------------|---|--|-------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option | 03/20/2006 ⁽³⁾ | 03/20/2011 | Common Stock | 1,575 | \$ 20.36 | D | Â |
| Stock Option | 03/18/2006 ⁽⁴⁾ | 03/18/2012 | Common Stock | 2,520 | \$ 20.1 | D | Â |
| Stock Option | 02/17/2006 ⁽⁵⁾ | 02/17/2013 | Common Stock | 3,780 | \$ 20.49 | D | Â |
| Stock Option | 04/28/2007 ⁽⁶⁾ | 04/28/2014 | Common Stock | 2,400 | \$ 25.94 | D | Â |
| Stock Option | 05/25/2011 ⁽⁷⁾ | 05/25/2020 | Common Stock | 4,587 | \$ 14.77 | D | Â |
| Stock Option | 02/26/2010 ⁽⁹⁾ | 02/26/2017 | Common Stock | 2,400 | \$ 11.35 | D | Â |

Reporting Owners

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

Signatures

David A. Spurling 05/28/2010
 **Signature of Reporting Person Date

Kaylene Lahn for David A. Spurling 05/28/2010
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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. Vests in equal installments of 25% per year beginning on May 25, 2011.
- (2) Represents award of restricted stock under the 2010 Omnibus Equity Plan. Vests 100% beginning 05/25/2013.
- (3) Represents award of stock options under the 2002 Plan which represents the last one-third installment vesting annually on 03/20/2006.
- (4) Represents award of stock options under the 2002 Plan which represents the last two, one-third installments vesting annually beginning on 03/18/2005.
- (5) Represents award of stock options under the 2002 Plan that vest in equal installments of one-third per year beginning 02/17/2006.

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- (6) Represents award of stock options under the 2002 Plan that vest in equal installments of one-third per year beginning 04/28/2007.
- (7) Represent award of stock option under the 2010 Omnibus Equity Plan. Vests in equal installments of 25% per year beginning on May 25, 2011.
- (8) Includes direct ownership of 2,600 shares of restricted stock awarded under the 2002 Plan.
- (9) Represents award of stock options under the 2006 Plan that vest in equal installments of one-third per year beginning 02/26/2010.

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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