

HERITAGE FINANCIAL CORP /WA/

Form 4

June 04, 2007

**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 \*  
FLUETSCH PETER

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)

PO BOX 1578

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/04/2007

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

OLYMPIA, WA 98507

(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                    | 06/04/2007                           | 06/04/2007                                         | M                              |                                                                   | 1,575  | A          | \$ 20.36 | 26,355                                                                                        | D                                                        |                                   |
| Common Stock                    | 06/04/2007                           | 06/04/2007                                         | M                              |                                                                   | 1,575  | A          | \$ 20.1  | 27,930                                                                                        | D                                                        |                                   |
| Common Stock                    | 06/04/2007                           | 06/04/2007                                         | M                              |                                                                   | 1,050  | A          | \$ 20.5  | 28,980                                                                                        | D                                                        |                                   |
| Common Stock                    | 06/04/2007                           | 06/04/2007                                         | M                              |                                                                   | 500    | A          | \$ 25.94 | 29,480                                                                                        | D                                                        |                                   |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                        |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>or<br>Number<br>of<br>Shares |
| Non-qualified<br>Stock Option<br>(right to buy)     | \$ 20.1                                                            | 06/04/2007                              | 06/04/2007                                                  | M                                    | 1,575                                                                                                           | 03/18/2005                                                     | 03/18/2012         | Common<br>Stock                                                | 1,575                                  |
| Non-qualified<br>Stock Option<br>(right to buy)     | \$ 20.36                                                           | 06/04/2007                              | 06/04/2007                                                  | M                                    | 1,575                                                                                                           | 03/20/2004                                                     | 03/20/2011         | Common<br>Stock                                                | 1,575                                  |
| Non-qualified<br>Stock Option<br>(right to buy)     | \$ 20.5                                                            | 06/04/2007                              | 06/04/2007                                                  | M                                    | 1,050                                                                                                           | 02/17/2006                                                     | 02/17/2011         | Common<br>Stock                                                | 1,050                                  |
| Non-qualified<br>Stock Option<br>(right to buy)     | \$ 25.94                                                           | 06/04/2007                              | 06/04/2007                                                  | M                                    | 500                                                                                                             | 04/28/2007                                                     | 04/28/2014         | Common<br>Stock                                                | 500                                    |

## Reporting Owners

| Reporting Owner Name / Address                     | Relationships |           |         |       |
|----------------------------------------------------|---------------|-----------|---------|-------|
|                                                    | Director      | 10% Owner | Officer | Other |
| FLUETSCH PETER<br>PO BOX 1578<br>OLYMPIA, WA 98507 | X             |           |         |       |

## Signatures

|                                         |            |
|-----------------------------------------|------------|
| Peter N. Fluetsch                       | 06/04/2007 |
| **Signature of Reporting Person         | Date       |
| Edward D. Cameron for Peter N. Fluetsch | 06/04/2007 |

\*\*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).

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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