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 or Section 30(h) of the Investment Company Act of 1940

	Reporting Pe	rson *														
1. Name and Address of Reporting Person* Shah Parag				2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]							5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below)				
(Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 31 ST. JAMES AVE., SUITE 790				3. Date of Earliest Transaction (Month/Day/Year) 03/30/2013									Senio	r Managing I	Director	
(Street) BOSTON, MA 02116				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu							cquir	rired, Disposed of, or Beneficially Owned				
Title of Security 2. Transaction Date (Month/Day/Y		Date	any		(Ins	Code (Instr. 8)		(A) or Disposed of (Instr. 3, 4 and 5) (A) or		d of (5)	D)	Beneficially Owned F Reported Transaction (Instr. 3 and 4)		Following (s)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock \$0.001 par value 03/30/2013		03/30/2013				F		414 (1	D	\$ 12.	.25	305,508			D	
xeport on a s	ерагате ппе к	Table II -	Derivative	Securi	ties A	equire	Perso conta the fo	ons whained in	no resp n this f splays	orm a cu enefi	are rren	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)
Title of erivative curity or Exercise (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) any		4. Tran Code (Inst	saction er. 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)			ion ion	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Title Number of Shares			Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct (or Indir	Beneficia Ownershi (Instr. 4)	
	Stock \$0. 2. Conversion or Exercise Price of Derivative	CULES TECHNOLO L, 31 ST. JAMES AV (Street) J, MA 02116 (State) Security Stock \$0.001 par Report on a separate line for Exercise Price of Derivative 3. Transactio Date (Month/Day/	CULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790 (Street) 2. Transaction Date (Month/Day/Year) Stock \$0.001 par 2. Conversion of Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Meemed Execution Data any (Month/Day/Year)	CULES TECHNOLOGY GROWTH 2, 31 ST. JAMES AVE., SUITE 790 (Street) 4. If Ame 2. Transaction Date (Month/Day/Year) Stock \$0.001 par 2. Trable II - Derivative (e.g., puts, or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Month/Day/Year) (Inst	CULES TECHNOLOGY GROWTH 2, 31 ST. 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Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Shah Parag C/O HERCULES TECHNOLOGY GROWTH CAPITAL 31 ST. JAMES AVE., SUITE 790 BOSTON, MA 02116			Senior Managing Director				

Signatures

/s/K. Nicholas Martitsch, Attorney-in-Fact for Parag Shah	04/01/2013
**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) Represents shares of common stock withheld to pay taxes applicable to the vesting of restricted stock on March 30, 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.