FORM 4	4
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#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

### 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

(Print or Type Responses)											
1. Name and Address of Reporting Person <sup>*</sup> Bhaumik Sam	H	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)				
(Last) (First) C/O HERCULES TECHNOLOGY GR CAPITAL, 400 HAMILTON AVENU	ROWTH 0	. Date of Earliest Tra 08/15/2008	ansaction (M	onth/	Day/Year)			Senior Managing Director			
(Street) PALO ALTO, CA 94301	4	. If Amendment, Dat	te Original F	iled(N	Ionth/Day/Yea	ar)		6. Individual or Joint/Group Filing(Check _X_Form filed by One Reporting Person Form filed by More than One Reporting Person	Applicable Line	)	
(City) (State)	(Zip)		Table I - N	on-De	erivative S	ecurities	Acqu	ired, Disposed of, or Beneficially Owne	d		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	(Instr. 8)	ion	4. Securiti (A) or Dis (Instr. 3, 4	posed of		Transaction(s)	6. Ownership Form:	Beneficial	
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common Stock \$0.001 par value	08/15/2008		А		3,000 ( <u>1)</u>	А	<u>(1)</u>	47,483	D		

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 SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Derivative Conversion Date Execution Date, if Transaction of Expiration Date Underlying Securities Derivative Ownership of Indirec					( <i>e.g.</i> , p	uts,	calls, w	arra	nts, options,	convertible se	curities)					
Security (Instr. 3)   or Exercise Price of Derivative Security   (Month/Day/Year)   any (Month/Day/Year)   Code (Instr. 8)   Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   (Instr. 3 and 4)   Security (Instr. 5)   Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)   Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)     V <t< td=""><td>1. Title of</td><td>2.</td><td>3. Transaction</td><td>3A. Deemed</td><td>4.</td><td></td><td>5. Num</td><td>ber</td><td>6. Date Exer</td><td>cisable and</td><td>7. Title and Amour</td><td>nt of</td><td>8. Price of</td><td>9. Number of</td><td>10.</td><td>11. Nature</td></t<>	1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Num	ber	6. Date Exer	cisable and	7. Title and Amour	nt of	8. Price of	9. Number of	10.	11. Nature
(Instr. 3)   Price of Derivative Security   (Month/Day/Year)   (Instr. 8)   Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Securities Acquired (A) or   Instr. 5)   Beneficially Owned Following Reported Transaction(s)   Derivative Security: Direct (D) or Indirect (I) (Instr. 4)   Ownershi Security: Direct (D) or Indirect (I) (Instr. 4)   Ownershi Security: (Instr. 4)     Options   Code   V   (A)   D   Date   Expiration Date   Title   Amount or Shares   Instr. 4)   Instr. 4)   Instr. 4)	Derivative	Conversion	Date	Execution Date, if	Transact	ion	of		Expiration I	Date	Underlying Securit	ies	Derivative	Derivative	Ownership	of Indirect
Derivative Security   Derivative Security   Derivative Security   Derivative Security   Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Derivative Security   Owned Following Reported Transaction(s)   Security: Direct (D) or Indirect (I) (Instr. 4)     V </td <td>Security</td> <td>or Exercise</td> <td>(Month/Day/Year)</td> <td>any</td> <td>Code</td> <td></td> <td>Derivat</td> <td>ive</td> <td>(Month/Day</td> <td>/Year)</td> <td>(Instr. 3 and 4)</td> <td></td> <td>Security</td> <td>Securities</td> <td>Form of</td> <td>Beneficial</td>	Security	or Exercise	(Month/Day/Year)	any	Code		Derivat	ive	(Month/Day	/Year)	(Instr. 3 and 4)		Security	Securities	Form of	Beneficial
Derivative Security   Derivative Security   Derivative Security   Derivative Security   Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)   Derivative Security   Owned Following Reported Transaction(s)   Security: Direct (D) or Indirect (I) (Instr. 4)     V </td <td>(Instr. 3)</td> <td>Price of</td> <td></td> <td>(Month/Day/Year)</td> <td>(Instr. 8)</td> <td>)</td> <td>Securit</td> <td>ies</td> <td></td> <td></td> <td></td> <td></td> <td>(Instr. 5)</td> <td>Beneficially</td> <td>Derivative</td> <td>Ownership</td>	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Securit	ies					(Instr. 5)	Beneficially	Derivative	Ownership
Options Options Disposed of (D) (Instr. 3, 4, and 5) Disposed of (D) (Instr. 3, 4, and 5) Disposed of (D) (Instr. 3, 4, and 5) Description Exercisable Expiration Date Title Amount or Number of Shares Reported Transaction(s) (Instr. 4) or Indirect (I) (Instr. 4)		Derivative					Acquire	ed						Owned	Security:	(Instr. 4)
Image: optimized problem Image: optimiz		Security					(A) or							Following	Direct (D)	· · · ·
Options Image: Code with the second secon		-					Dispose	ed						Reported	or Indirect	
Image: Constraint of the second s							of (D)							Transaction(s)	(I)	
Options Amount Amount							(Instr. 3	, 4,						(Instr. 4)	(Instr. 4)	
Options   Image: Code   V   V   V   Date Exercisable Objection   Title   Or Number of Shares   Or Number of Shares							and 5)									
Options   Image: Code   V   V   V   Date Exercisable Objection   Title   Or Number of Shares   Or Number of Shares												Amount				
Options Image: Code V V A Date Exercisable Expiration Date Title Number of Shares																
Options Image: Code V V (A) (D) Image: Date of Shares of Shares											Title	-				
Options     Code     V     (A)     (D)     Shares     Image: Code     Image: Code </td <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>Exercisable</td> <td>Date</td> <td>THIC</td> <td></td> <td></td> <td></td> <td></td> <td></td>									Exercisable	Date	THIC					
Options Options					Code	v	(A)	ന								
							()	(-)				~				
to CommonStock	Options															
	to										CommonStock					
Purchase     \$10.49     08/15/2008     A     6,000     (2)     08/15/2015     \$0.001 par     6,000     \$0     227,533     D	Purchase	\$ 10 49	08/15/2008		А		6 000		(2)	08/15/2015	\$0.001 par	6 000	\$ 0	227 533	D	
		\$ 10.15	00/15/2000		11		0,000			00/15/2015	••••• <b>r</b> ••	0,000	ΨΟ	227,333	D	
Common value											value					
Stock	Stock															

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	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	08/19/2008
***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 an automatic grant pursuant to the 2007 Amended and Restated Equity Incentive Plan and are subject to forfeiture restrictions of 1/4 lapsing on 08/15/09, 1/4 lapsing on 08/15/09, 1/4 lapsing on 08/15/10, 1/4 lapsing on 08/15/11 and the final 1/4 lapsing on 08/15/2012.
- (2) One-third of the options vest on 08/15/09 and two-thirds of the options vest prorata over the following twenty four months ending 08/15/11.

#### **Remarks:**

The restricted stock and option award reported on August 11, 2008 was not properly granted.

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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