# FORM 4

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

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

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

pe Response	s)															
1. Name and Address of Reporting Person* Bhaumik Sam				2. Issuer Name <b>and</b> Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X Officer (give title below) Other (specify below)					
(Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 400 HAMILTON AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 11/11/2008									Senio	r Managing I	Director	
(Street) PALO ALTO, CA 94301				4. If Amendment, Date Original Filed(Month/Day/Year)							_X_ Form	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 Acquired, Disposed of, or Beneficially Owned												
ecurity		2. Transaction Date (Month/Day/Year)	Execution D any	ate, it	(Inst	e rr. 8)	(A) or Disposed of (Instr. 3, 4 and 5)		of (D)	Reported Transaction(s) (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 11/11/2		11/11/2008			1	4		500	A	\$ 6.96	48,48	48,483			D	
report on a s	soparate line is	Table II - 1	Derivative Se	ecurit	ies Ac	quire	Pers cont the f	ons wh ained ir orm dis	o responding this for splays a	orm an	re not re ently val	quired id OMB	to re	spond unle	ss	1474 (9-02)
	Date	3A. Deemed Execution Da any	te, if Hansa Code	ction 8)	5. Numb of Derive Secur Acqui (A) or Dispo of (D) (Instr.	er ative ities ired sed 1 3, 15)	6. Da and 1 (Mon	ate Exerc Expirationth/Day/	sisable on Date Year) Expiratic	7. An Un See (In 4)	Title and nount of iderlying curities istr. 3 and	Deriv Secur (Instr	ative	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct ( or Indir (s) (I)	Beneficia Ownershi (Instr. 4)
	and Address of Sam  RCULES TL, 400 HA  LTO, CA  Conversion or Exercise Price of Derivative	RCULES TECHNOLO L, 400 HAMILTON A (Street)  LTO, CA 94301 (State)  Security  2. Conversion or Exercise Price of Derivative  3. Transactic (Month/Day/	Address of Reporting Person* Sam  (Middle) RCULES TECHNOLOGY GROWTH L, 400 HAMILTON AVENUE (Street)  LTO, CA 94301 (State)  2. Transaction Date (Month/Day/Year)  2. Table II - 1 Conversion or Exercise Price of Derivative  (Month/Day/Year)  3A. Deemed Execution Da any (Month/Day/Year)	2. Issuer N HERCUL CAPITAL CAP	2. Issuer Name a HERCULES TOTAL INCOMPLES TOTA	2. Issuer Name and Ti HERCULES TECH CAPITAL INC [H7]  3. Date of Earliest Trans 11/11/2008  3. Date of Earliest Trans 11/11/2008  4. If Amendment, Date of Execution Date of (Month/Day/Year)  4. If Amendment, Date of Execution Date, if (Month/Day/Year)  5. Table II - Derivative Securities Ac (e.g., puts, calls, warrant Execution Date, if any (Month/Day/Year)  7. Table II - Derivative Securities Ac (e.g., puts, calls, warrant Code Of Derivative Security  8. A. Deemed Execution Date, if any (Month/Day/Year)  9. Code (Instr. 8)  1. Transaction Code Of Derivative Security Security  1. Stock \$0.001 par  1. Stock \$0.0	2. Issuer Name and Ticker of HERCULES TECHNOLOGY GROWTH L, 400 HAMILTON AVENUE  (Street)  4. If Amendment, Date Origin  (State)  (State)  (Zip)  Table I - Non  (Routing Person)  (Street)  4. If Amendment, Date Origin  (Month/Day/Year)  (Street)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Derivative)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op of Derivative)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)	2. Issuer Name and Ticker or Tra HERCULES TECHNOLOGY CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Fi  LTO, CA 94301  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V  Table II - Derivative Securities Acquired, Dispensed of Code (Instr. 8)  Persont the f  Table II - Derivative Securities Acquired, Dispensed of (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 8)  Persont Transaction (Month/Day/Year)  Persont (Month/Day/Year)  A Scurities Denetically owned directly or Code of (Month/Day/Year)  (Month/Day/Year)  Date (Instr. 8)  Date Of (Instr. 8)  Date Of (Month/Day/Year)  Date Of (Instr. 8)  Date Of Earliest Transaction (Month/Day/Year)  A Deemed Execution Date, if Transaction (Month/Day/Year)  Order Of (Month/Day/Year)  Date Of (Month/Day/Year)	2. Issuer Name and Ticker or Trading Synther Cules Technology GRO CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day 11/11/2008  4. If Amendment, Date Original Filed(Month Date (Month/Day/Year))  1. Stock \$0.001 par  1. Stock \$0.001 par  1. Table II - Derivative Securities Acquired (A) or Or Exercise (Month/Day/Year)  2. Transaction Date (Code (A) or Interest (Code (B) or Interest))  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day 11/11/2008  4. If Amendment, Date Original Filed(Month Day (Code (Instr. 8)))  Code (Instr. 3)  Code (A) or Interest (Code (Code (A) or Interest))  Code (Code (Code (A) or Interest))  Code (Code (	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year)  11/11/2008  LTO, CA 94301  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  1 Stock \$0.001 par  1 1/11/2008  2. Transaction Date (Month/Day/Year)  1 Stock \$0.001 par  1 1/11/2008  2. Transaction Date (Month/Day/Year)  1 Stock \$0.001 par  1 1/11/2008  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code (Instr. 8)  Code V Amount (D)  Persons who respected in this fet the form displays a mode of contained in this fet the form displays a mode of Execution Date, if (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  Provided (Month/Day/Year)  A Date (Month/Day/Year)  Date (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  RCULES TECHNOLOGY GROWTH L, 400 HAMILTON AVENUE  (Street)  LTO, CA 94301  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  LTO, CA 94301  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  1. Stock \$0.001 par  1. Stock \$0.001 par  1. Table II - Non-Derivative Securities Acquired (A) or Disposed of (D (Instr. 8))  (Month/Day/Year)  1. Stock \$0.001 par  1. Stock \$0.001 par  1. Table II - Derivative Securities Acquired (A) or Disposed of (D (Instr. 8))  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8)  Date Exercisable and Expiration Date of (D) (Instr. 8)  Date Expiration Table II - Date	Address of Reporting Person 2 Sam	Address of Reporting Person* Sam  2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year) 11/11/2008  3. Date of Earliest Transaction (Month/Day/Year) 11/11/2008  4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Table I - Non-Derivative Securities Acquired, Disposed of (A) or Disposed of (D) Price of (Month/Day/Year)  4. Stock \$0.001 par  11/11/2008  A 500 A \$ 6.96 48,483   Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of (D) Code (Month/Day/Year)  2. Transaction Date (Instr. 3) And 5)  Code V Amount (D) Price (A) or Disposed of (D) Price (Green Code (Month/Day/Year) (Instr. 3) And 4)  1. Stock \$0.001 par  1. Table II - Derivative Securities Acquired (C.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (G.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Month/Day/Year) (Instr. 3)  4. Securities Acquired (Month/Day/Year) (Instr. 3)  5. Relationship of Disposed of (Month/Day/Year) (Instr. 3)  6. Individual or X. Form filed (Month/Day/Year) (Instr. 3)  6. Individual or X. Form filed (Month/Day/Year) (Instr. 3)  6. Individual or X. Form filed (Month/Day/Year) (Instr. 3)  8. Persons who respond to the collection contained in this form are not required (Instr. 3)  8. Persons who respond to the collection or form (Month/Day/Year) (Instr. 3)  9. A mount of Original Filed(Month/Day/Year) (Instr. 3)  1. Transaction (Month/Day/Year) (Instr. 3)  1. Transaction (Month/Day/Year) (Instr. 3)  2. Transaction (M	2. Issuer Name and Ticker or Trading Symbol   HERCULES TECHNOLOGY GROWTH   CAPITAL INC [HTGC]	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]   Semicroscopy (Check all application of the Company of the Comp	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGG]   5. Relationship of Reporting Person(s) to Issue Director (Check all applicable) (Check al

#### **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	11/11/2008
**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).

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.