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

	Reporting Per	rson*	2. Issuer Nar	maar	1 1											
	Name and Address of Reporting Person* Shah Parag				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 X Officer (give title below) Other (specify below) Senior Managing Director				
(Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 31 ST. JAMES AVE., SUITE 790				3. Date of Earliest Transaction (Month/Day/Year) 07/24/2011									Senio	r Managing 1	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 Acquired, Disposed of, or Beneficially Owned												
(Instr. 3)		2. Transaction Date (Month/Day/Year)	ar) any		if Code (Instr. 8)		((A) or Disposed of (Instr. 3, 4 and 5)		of (I	D) E	5. Amount of Securities Beneficially Owned Following 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		07/24/2011			F		166 (1) D \$ 10.5		.5	287,819			D			
cport on a s	cparate line to	Table II - 1	Derivative Sec	uritie	es Acq	P c tl	Perso contain he fo	ons wh ined ir orm dis	o respo this fo plays a f, or Be	orm a cur nefic	are i rent	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)
Title of erivative ccurity or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year		3A. Deemed Execution Da any	4. Transacti Code (Instr. 8)	55 N O O I I S S A ((I I O O () 4	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		· · · · · · · · · · · · · · · · · · ·			7. A U So (I 4)	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or			Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat: Security Direct (or Indirects)	Beneficia Ownershi (Instr. 4)
	MA 021 Stock \$0. Conversion or Exercise Price of Derivative	(Street) MA 02116 (State) Stock \$0.001 par Exercise rice of Derivative (Street) (Street)	(Street) MA 02116 (State) (Zip) 2. Transaction Date (Month/Day/Year) Stock \$0.001 par 07/24/2011 eport on a separate line for each class of secur Table II - I (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(Street) (Street) (Street) (A. If Amendment MA 02116 (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock \$0.001 par (Month/Day/Year) 2A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Sec (e.g., puts, calls any (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(Street) (Street) (MA 02116 (State) (Zip) (A. If Amendment, In the provided state of the provided state o	(Street) (Street) (Street) (A. If Amendment, Date O (State) (Zip) (Zip) (A. 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Table II - Derivative Securities Acquired (A) or Obsposed of (Instr. 8) Persons who respond this form the form displays a currents (Code (A) or Disposed of (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities or Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities or Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities or Code (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Date Execution Date, if Or Disposed of (Instr. 8) Date Exercisable Expiration Date (Instr. 3) Date Exercisable Expiration Date (Instr. 3) A, and 5)	(Street) (Street) (Street) (A. 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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed Original Filed(Month/Day/Year) Amount of Ownership Person Beneficially Owned Transaction(S) (Instr. 3) A. Transaction Code V Amount (D) Price Beneficially Owned Transaction(S) (Instr. 4) A. S. Amount of Ownership Person Code Ownership Person Cod

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/Scott Harvey, Attorney-in-Fact for Parag Shah	07/26/2011		
**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 July 24, 2011.

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.