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

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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

(Print or Type Responses) 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 10% Owner X Officer (give title below) Other (specify below)			
(Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 31 ST. JAMES AVE., SUITE 790			3. Date of Earliest Transaction (Month/Day/Year) 03/09/2012					Senio	r Managing I	Director	
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 Person _Form filed by More than One Reporting Person			
(Zip)	T	able I - No	n-Der	ivative Se	curities	Acqui	ired, Dispo	osed of, or I	Beneficially (Owned	
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		(Instr. 8)				of (D)	Reported Transaction(s)		Following (s)	Ownership of Form:	Beneficial
		Code	V	Amount	(A) or (D)	Price	(Instr. 3 a	r. 3 and 4)		or Indirect (I)	Ownership (Instr. 4)
03/09/2012		A		105,500 (1)) A	<u>(1)</u>	384,666	i		D	
03/12/2012		M		2,636	A	\$ 4.21	387,302	,		D	
Table II -	Derivative Securit	ies Acquir	Pers cont the f	ons who ained in orm disp	respoi this for plays a	m are currei eficial	not requesting ntly valid	ired to res	spond unle	ss	1474 (9-02)
tion 3A. Deemed Execution Da ay/Year) any	4. Transaction Code Year) (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Da and 1 (Mon	ate Exercis Expiration nth/Day/Y	sable Date (ear)	7. Ti Amo Undo Secu (Inst 4)	ount of erlying urities	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivati Security Direct (I or Indirects)	Beneficia Ownershi (Instr. 4) O)
	(Middle) LOGY GROWTH AVE., SUITE 790 (Zip) 2. Transaction Date (Month/Day/Year) 03/09/2012 03/12/2012 2 for each class of securition Table II - tion 3A. Deemed Execution Data any/Year)	(Middle) LOGY GROWTH AVE., SUITE 790 (Zip) 2. Transaction Date (Month/Day/Year) 03/09/2012 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) 3. Deemed Execution Date, if Transaction Code (Instr. 8)	HERCULES TECHNOC CAPITAL INC [HTGC CAPITAL INC [HERCULES TECHNOLOG CAPITAL INC [HTGC] CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Mod 3/09/2012 4. If Amendment, Date Original File	HERCULES TECHNOLOGY GRO CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/No/19/2012 4. If Amendment, Date Original Filed(Month/Day/No/19/2012 2. Transaction Date (Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) 03/09/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) Code V Amount 103/09/2012 A 105,500 (II) 2,636 Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil tion any (Month/Day/Year) 3. Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil any (Month/Day/Year) 4. Transaction Date, if any (e.g., puts, calls, warrants, options, convertil cand Execution Date, if any (Month/Day/Year) 3. Transaction (A) or Disposed of (D) (Instr. 3) 4. Transaction Code (Instr. 8) Date Exercise Acquired (A) or Disposed of (D) (Instr. 3) (Instr. 3, 4, and 5) Date Exercise Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 03/09/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date, if (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V Amount (D) 4. O3/09/2012 A 105,500 A 105,500 A	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 03/09/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (A) or Disposed of (D) (Instr. 8) Code V Amount (D) Price 03/09/2012 A 105,500 A (I) 2. To Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) Persons who respond to contained in this form are the form displays a curre Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Table (Instr. 3, 4, and 5) Date Expiration Table (Instr. 3, 4, and 5) Date Expiration Table (Instr. 3, 4, and 5)	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) (Zip) 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A 105,500 (II) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and 4) Amount of Underlying Securities Acquired (A) or Disposed of (D) (Instr. 3, and 4) Amount of Underlying Securities Acquired (A) or Disposed of (D) (Instr. 3, and 4) Amount of Underlying Securities (Instr. 3 and 4)	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 03/09/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Individual or Joint/X_Form filed by More Park Form	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Form filed by One Reporting Promited Breneficially Owned Following (Instr. 3, 4 and 5) Code V Amount (ID) Price 03/109/2012 A 105,500 A (ID) 384,666 03/12/2012 M 2,636 A \$ 387,302 2 for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number (A) or Disposed of (ID) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities (Instr. 3) An Deemed (A) or Disposed of (D) (Instr. 3) (Month/Day/Year) (Instr. 8) Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) (Instr. 8) Date Expiration Date (Instr. 3) Amount (Instr. 4) Amount of Derivative Securities Securities (Instr. 5) Amount of Director (Instr. 4) Amount of Securities Acquired (A) o	Check all applications Director Direct

	Relationships				
Reporting Owner Name / Address		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	03/13/2012
	,

**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) Restricted stock issued as a grant pursuant to the Amended and Restated 2004 Equity Incentive Plan and subject to forfeiture restrictions of one-fourth lapsing on 3/09/2013 followed by prorata monthly lapsing over 36 months.

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.