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

pe Response	s)															
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 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) 05/24/2012									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 Acquired, Disposed of, or Beneficially Owned												
Security		2. Transaction Date (Month/Day/Year)	Execution I any	Date, if	(Inst	e r. 8)	v	(A) or I (Instr. 3	(A) or	of (E	D)]	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		05/24/2012]	F	214 (1) D \$ 10.5		51	266,869			D			
Report on a s	separate line i	Table II -	Derivative S	ecuri	ties Ac	quire	Pers cont the f	ons what ained in form dis	no resp n this f splays	orm a a cur enefic	are irrent	not requ tly valid	uired to res	spond unle	ss	1474 (9-02)
e of 2. 3. Transaction 3A. Deeme Execution ty or Exercise (Month/Day/Year) any		on 3A. Deemed Execution Da /Year) any	4. Transa Code	5. Number of		ative ities ired rosed) . 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. A U Se (I (I 4)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct (or Indir (s) (I)	Beneficia Ownershi (Instr. 4)
	nd Address of ag RCULES T L, 31 ST. N, MA 021 Security Security 2. Conversion or Exercise Price of Derivative	RCULES TECHNOLO L, 31 ST. JAMES AN (Street) N, MA 02116 (State) Security 2. Conversion or Exercise Price of Derivative RCULES TECHNOLO (Street) (Street) 3. Transaction (Month/Day)	ad Address of Reporting Person ag (First) (Middle) RCULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790 (Street) N, MA 02116 (State) (Zip) Gecurity 2. Transaction Date (Month/Day/Year) Table II - Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	2. Issuer Note Hercular Capital Street (Month/Day/Year) 1. In Address of Reporting Person* 2. Issuer Note Hercular Capital Street (Month/Day/Year) 3. Date of Four Object (Middle) (Middle) (Month/Day/Year) 3. Date of Four Object (Middle) (Month/Day/Year) 4. If Amend (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. 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Table II - Derivative Securities Acquired (Instr. 3, and 4) (Month/Day/Year) (Month/Day/Year)

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	05/29/2012
**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) Represents shares of common stock withheld to pay taxes applicable to the vesting of restricted stock on May 24, 2012.

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.