# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
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	3)																
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) 10/24/2012										Senio	· Managing I	orrector	
(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 Acqui								quir	ired, Disposed of, or Beneficially Owned				
1.Title of Security 2. Transaction Date (Month/Day/Year		Exec any	Execution Date, if		Coc (Ins	Code (Instr. 8)		(A) or Disposed of (Instr. 3, 4 and 5)		of (25)	D) H	D) Beneficially Owned Reported Transactio (Instr. 3 and 4)		ollowing (s)	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership	
Common Stock \$0.001 par value 10/24/2012			F		F		217 (1	D	\$ 10.	.8	259,398			D			
Report on a s	eparate fine ic		- Deriv	ative Sec	curit	ies Ac	cquire	Pers conta the f	ons whained i	no responding this for splays a	orm a cui	are irrent	not requ tly valid	ired to res	pond unle	ss	1474 (9-02)
2. Conversion or Exercise Price of Derivative Security	Date	Execution I any	l Pate, if	4. Transac Code (Instr. 8	tion)	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	vative rities ired rosed ) : 3, d 5)	6. Da and I (Mon	ate Exer Expiration of the control o	cisable on Date 'Year)	7 A U S (4	7. Titl Amou Jnder Secur Instr.	ant of rlying ities 3 and Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Security Direct ( or Indir (s) (I)	Beneficia Ownershi (Instr. 4)
	RCULES TL, 31 ST  N, MA 021  Conversion or Exercise Price of Derivative	(First) RCULES TECHNOLO L, 31 ST. JAMES AV (Street) N, MA 02116 (State)  Stock \$0.001 par  Report on a separate line for Exercise Price of Derivative	Stock \$0.001 par  2. Conversion or Exercise Price of Derivative  2. (Kirset)  3. Transaction Date (Month/Day/Year)  2. Table II - (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	Age a	Age a	Age (First) (Middle) (Age (Age (Age (Age (Age (Age (Age (Age	HERCULES TECK CAPITAL INC [H'	HERCULES TECHNOLOGY GROWTH L, 31 ST. JAMES AVE., SUITE 790  (Street)  J, MA 02116  2. Transaction Date (Month/Day/Year)  Code  Stock \$0.001 par  10/24/2012  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, optor of Code (Instr. 8)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	HERCULES TECHNOLOGY CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Module) 10/24/2012  4. If Amendment, Date Original File  In In Amendment, Date Original File  In I	HERCULES TECHNOLOGY GR CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day 10/24/2012  4. If Amendment, Date Original Filed(Month 10/24/2012  4. If Amendment, Date Original Filed(Month 10/24/2012)  4. If Amendment, Date Original Filed(Month 10/24/2012)  5. Transaction Date (Month/Day/Year)  8. Transaction Date (Month/Day/Year)  10/24/2012  1	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year) 10/24/2012  4. If Amendment, Date Original Filed(Month/Day/Year) 10/24/2012  5. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock \$0.001 par  10/24/2012  F 217 (I) D  Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired (A) or Disposed of the form displays a contained in this fit the form dis	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  3. Date of Earliest Transaction (Month/Day/Year) 10/24/2012  4. If Amendment, Date Original Filed(Month/Day/Year) 10/24/2012  5. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 4. Securities Acquired (A) or Disposed of (Code (Instr. 8)) 4. 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If Amendment, Date Original Filed(Month/Day/Year)  (State)  (Zip)  Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (D) quare (Instr. 3. au surrently valid (A) or Disposed of the form displays a currently valid (A) or Disposed of (D) accontained in this form are not requested for Exercise (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) accontained in this form are not requested from displays a currently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed of (D) (Instr. 3. au surrently valid (A) or Disposed (A) (Instr. 3. au surrently valid (A) or Disposed (Instr. 3. au surrently valid (A) o	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  School (Street)  A. Ja and S. Date of Earliest Transaction (Month/Day/Year)  (Street)  J. Transaction Date (Month/Day/Year)  A. Ja Amount of Securities Deneficially owned directly or indirectly.  Table 11 - Derivative Securities Acquired, Disposed of or Exercise (Month/Day/Year)  Table 11 - Derivative Securities Acquired, Disposed of or Exercise (Month/Day/Year)  Table 11 - Derivative Securities Acquired, Disposed of or Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired, Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired (A) or Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired (A) or Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired (A) or Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired (A) or Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired (A) or Disposed of Only (Instr. 3)  Table 11 - Derivative Securities Acquired (A) or Disposed Only (Instr. 3)  Table 11 - De	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]  (Check all application of the collection of information of Exercise (Month/Day/Year)  (Street) 4. If Amendment, Date Original Filed Month/Day/Year)  (Month/Day/Year)  (Month/Day/Yea	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]

#### **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/K. Nicholas Martitsch, Attorney-in-Fact for Parag Shah	10/26/2012
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 October 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.