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) 10/30/2012									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 Acqu								cquir	nired, Disposed of, or Beneficially Owned					
Security		Date	ear) Exe	cution Da		Cod (Ins	e tr. 8)	v	(A) or I (Instr. 3	(A) or	d of (5)	(D)]	Beneficia Reported	neficially Owned Following ported Transaction(s)		Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock \$0.001 par value 10/30/2012					-	F	543 (1) D \$ 10.8		.87	258,855			D					
Report on a :	separate line is		II - Deri	vative Se	curit	ies Ac	equire	Pers cont the f	ons whained in orm dis	no resp n this f splays	orm a cu enefi	are irrenticially	not requ tly valid	ired to res	spond unle	ss	1474 (9-02)	
	Date	Year) Execution	med on Date, if	4. Transac Code	etion	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr	rative rities ired rosed) . 3, 15)	6. Da and 1 (Mon	ate Exer Expirationth/Day	cisable on Date 'Year)	ion	7. Titi Amou Under Secur (Instr.	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Owners Form o Derivat Security Direct (or Indir	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 AV (Street) N, MA 02116 (State) Security 2. Conversion or Exercise Price of Derivative 3. Transactic (Month/Day)	Address of Reporting Person ag (First) (Middle) RCULES TECHNOLOGY GROW L, 31 ST. JAMES AVE., SUITE 7 (Street) N, MA 02116 (State) (Zip) 2. Transaction Date (Month/Day/Y) Table 2. Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	ag (First) (Middle) (CA (CA (CA (CA (CA (CA (CA (CA	2. Issuer Name Here Culter Capital Street (Middle) (Street) (April 10/30/2012) (Street) (April 10/30/2012) (Street) (April 10/30/2012) (Street) (April 10/30/2012) (A	ag	ad Address of Reporting Person— ag 2. Issuer Name and THERCULES TECK CAPITAL INC [HT] 3. Date of Earliest Tran 10/30/2012 4. If Amendment, Date (Street) (N, MA 02116 (State) (Zip) Table I Execution Date, if Cod any (Month/Day/Year) 1 Stock \$0.001 par 10/30/2012 Report on a separate line for each class of securities beneficially owned. Table II - Derivative Securities Ac (e.g., puts, calls, warran or Exercise (Month/Day/Year) 2. Transaction Date (Month/Day/Year) A Stock \$0.001 par 10/30/2012 Table II - Derivative Securities Ac (e.g., puts, calls, warran or Exercise (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Issuer Name and Ticker HERCULES TECHNO CAPITAL INC [HTGC OAPITAL INC [HTGC OAPITA	ad Address of Reporting Person* ag 2. Issuer Name and Ticker or Tra HERCULES TECHNOLOGY CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Mod 10/30/2012 4. If Amendment, Date Original File Poly (Street) A. MA 02116 2. Transaction Date (Month/Day/Year) (Street) 4. If Amendment, Date Original File Poly (Month/Day/Year) 3. Date of Earliest Transaction (Mod 10/30/2012) 4. If Amendment, Date Original File Poly (Month/Day/Year) 3. Date of Earliest Transaction (Mod 10/30/2012) 4. If Amendment, Date Original File Poly (Instr. 8) Code V Table I - Non-Der Security A Stock \$0.001 par 10/30/2012 F Table II - Derivative Securities Acquired, Dispersion of Code (Instr. 8) Transaction Date (E.g., puts, calls, warrants, options, any (Month/Day/Year) (Month/Day/Year) Personal Conversion of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Stock \$0.001 par 10/30/2012 A Stock \$0.001 par 10/30/2012 F Table II - Derivative Securities Acquired, Dispersion of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Date Exerting Date Date Date Date Date Date Date Date	ad Address of Reporting Person age and Address of Reporting Person age	ag	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC]	ad Address of Reporting Person* ag 2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 10/30/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 10/30/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 10/30/2012 4. If Amendment, Date Original Filed(Month/Day/Year) 10/30/2012 5. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) 10/30 or Price of Derivative Securities Date (Reg. p. puts, calls, warrants, options, convertible securities) 10/30/2012 7. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) 10/30/2012 8. Stock \$0.001 par 10/30/2012 8. Stock \$0.001 par 10/30/2012 8. Stock \$0.001 par 10/30/2012 9. Stock \$0.001 par 10/30/2012 10/	Address of Reporting Person age	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Farliest Transaction (Month/Day/Year) 10/30/2012 3. Date of Farliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Code (Instr. 3) (A) or Disposed of (ID) (Instr. 3, 4 and 5) (A) or Or Disposed of (ID) (Instr. 3 and 4) (A) or Original Filed(Month/Day/Year) (A) or Original Filed(Month/Day/Year) (B) Original Filed(Month/Day/Year) (B) Original Filed(Month/Day/Year) (Code IV) Amount of Original Filed(Month/Day/Year) (A) or Original Filed(Month/Day/Year) (B) Original Filed(Month/Day/Y	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original FiledMonth/Day/Year) (Street) 4. If Amendment, Date Original FiledMonth/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, (A) or Disposed of (D) Instr. 3, 4 and 5) (Instr. 3) Report on a separate line for each class of securities beneficially owned directly or Exercise (Month/Day/Year) Table II - Derivative Securities Securities Table II - Derivative Securities Securities Acquired (A) or Disposed of, or Beneficially Owned Form displays a currently and of Securities Securities Table II - Derivative Securities Securitie	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGG] 5. Relationship of Reporting Person(s) to Issue CAPITAL INC [HTGG] 5. Relationship of Reporting Person(s) to Issue CAPITAL INC [HTGG] 5. Relationship of Reporting Person(s) to Issue CAPITAL INC [HTGG] 5. Relationship of Reporting Person(s) to Issue CAPITAL INC [HTGG] 5. Relationship of Reporting Person(s) to Issue CAPITAL INC [HTGG] 5. Relationship of Reporting Person(s) to Issue CAPITAL INC [HTGG] 5. APITAL INC [HTGG] 5. Relationship of Reporting Person Collector of Inches Park Inches Avenue (Inches Inches Inch	

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	10/31/2012
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 30, 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.