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

| | Reporting Pe | rson* | 2 Icc | uan Man | | | | | | | | | | | | | |
|--|---|---|---|---|---|---|---|---|--|--|---|---|---|--|--|---|--|
| 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) 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) 11/30/2012 | | | | | | | | | 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 Person _Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | Table I - Non-Derivative Securities Acquired | | | | | | | | ed, Disposed of, or Beneficially Owned | | | | | |
| 1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year | | Date | any | | e, if | Code (Instr. 8) | | (A (In | (A) or Disposed of (Instr. 3, 4 and 5) | | of (1 5) | D) [| Beneficially Owned F Reported Transaction (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 11/30/2012 | | | | | F | | 543 (1) D \$ 10.75 | | .75 | 256,789 | | | D | | | | |
| eport on a s | eparate fine fo | Table II - | Derivati | ive Secu | ıritie | s Acq | P c th | Persor contain he for d, Disp | ns who ned in m dis | o responding this for Be | orm a cui enefic | are rren | not requ tly valid | ired to res | spond unle | ss | 1474 (9-02) |
| 2. Conversion or Exercise Price of Derivative Security | Date | n 3A. Deemed Execution Da any | 4. Tri CYear) (I | ransacti ode nstr. 8) | 5. on N of D S S A (// D or (I 4) | Jumbe f Derivate ecurities (A) or Dispose f (D) Instr. 3, and 5 | tive ies ed ed s, 5) | 6. Date and Ex (Month | e Exerc piratio n/Day/\(^1 | isable n Date Year) | 7 A U S ((4 | 7. Titi Amou Jnder Secur Instr | ant of rlying ities 3 and Amount or Number of | | Derivative Securities Beneficially Owned Following Reported | Owners Form o Derivat Security Direct (or Indir | Benefic Owners (Instr. 4 |
| | Stock \$0. 2. Conversion or Exercise Price of Derivative | Stock \$0.001 par 2. Conversion or Exercise Price of Derivative 2. (Street) 3. Transactio Date (Month/Day/ | Stock \$0.001 par 2. Transaction Date (Month/Day/Year) Stock \$0.001 par 11/30/2012 Leport on a separate line for each class of secu Table II - Conversion of Exercise Price of Derivative 2. Transaction Date (Month/Day/Year) 3. Transaction Date Execution Date any (Month/Day/Month/Day/Year) | (Street) (Street) (Street) (A. If An A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (A. Deepert on a separate line for each class of securities ber any or Execution Date (e.g., pure price of Derivative Security (Month/Day/Year) (In A. If A. Deepert of Execution Date (Month/Day/Year) (A. Deepert on Execution Date (e.g., pure price of Derivative Security) (In A. Deepert of Execution Date (e.g., pure price of Derivative Security) (In A. Deepert of Execution Date (e.g., pure price of Derivative Security) | (Street) (Street) (Street) 4. If Amendment A. If Amendment | (Street) (Street) 4. If Amendment, E (State) (State) (Zip) Table (Month/Day/Year) (Month/Day/Year) Stock \$0.001 par 11/30/2012 Table II - Derivative Securities beneficially own to the conversion of Date (Conversion Price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | (Street) (Street) (Street) (A. If Amendment, Date O (State) (Zip) (Zip) (A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | (Street) (Street) (Street) (A. If Amendment, Date Origin (A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Code Stock \$0.001 par 11/30/2012 F (A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | (Street) (Street) (A If Amendment, Date Original Filed (State) (Zip) (Zip) (A Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 8) | (Street) (Street) 4. If Amendment, Date Original Filed(Month/Day/Pear) (State) (Zip) Table I - Non-Derivative S (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) | (Street) (Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (Street) (A. If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (A) or Disposed (Instr. 8) (A) or Or Code (Instr. 8) (A) or Or Or Code (Instr. 8) (A) or Or Date (Instr. 8) (B) Persons who responsion or Exercise (Month/Day/Year) (Code (Instr. 8) (A) or Disposed (Instr. 8) (A) or Or Date (e.g., puts, calls, warrants, options, convertible see (Instr. 8) (Instr. 8) (A) or Disposed of or Or Date (Instr. 8) (B) Date (Instr. 8) (Code (Instr. 8) (Instr. | (Street) (State) (State) (A) Table I - Non-Derivative Securities Acquire (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Or Ocode (Instr. 8) (A) Or Or Ocode (Instr. 8) (A) Or Ocode (Instr. 8) (B) Ocode (Instr. 8) (Code (Instr. 8) | (Street) (Street) (A If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Table I - Non-Derivative Securities Acquired Execution Date, if any (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Transaction Date (Month/Day/Year) 6. Date Execution Date, if any (Month/Day/Year) 6. Date Exercise Price of Derivative Securities Acquired Date (Month/Day/Year) 7. Table II - Derivative Securities Acquired, Disposed of, or Beneficially or Exercise (Month/Day/Year) 8. Transaction Date (Month/Day/Year) 8. Transaction Date (Month/Day/Year) 8. Transaction Date (Month/Day/Year) 8. Transaction Date (Month/Day/Year) 9. Date Exercisable (Month/Day/Year) 10. Date Exercisable (Instr. 8) 10. Title Date Expiration Date (Instr. 3, 4, and 5) 10. Date Exercisable Expiration Date (Instr. 3, 4, and 5) 10. Date Exercisable Expiration Date (Instr. 3, 4, and 5) 10. Date Exercisable Expiration Date (Instr. 3, 4, and 5) 10. Date Exercisable Expiration Date (Instr. 3, 4, and 5) 10. Date Exercisable Expiration Date (Instr. 3, 4, and 5) 10. Date Exercisable Expiration Date (Instr. 3, 4, and 5) | (Street) (Street) (Street) (A) If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (Zip) (Zip) (State) (Zip) (A) In Amendment, Date Original Filed(Month/Day/Year) (State) (State) (Zip) (A) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (A) Or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (A) Or Price (Instr. 3) (A) Or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (A) Or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (Instr. 3) (A) Or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3) (In | Street) (Street) (Strate) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 4 and 5 and 5 and 5 and 5 an | (Street) (Street) (State) (State) (State) (State) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) and 4) Stock \$0.001 par | (State) 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. In Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) 6. Individual or Joint/Group FilingCheck Applica X, Form fled by One Reporting Person Form flied by More than One Reporting Person Exercise (Month/Day/Year) 7. Table 1 - Non-Derivative Securities Acquired (A) or Disposed of (Dinstr. 3, 4 and 5) 8. Amount of Securities Deneficially Owned Following (Instr. 4) 8. Amount of Securities Deneficially Owned Form: Direct (I) (Instr. 4) 9. Stock \$0.001 par \$11/30/2012\$ 9. Stock \$0.001 par \$11/30/2012\$ 11/30/2012 11/30/2 |

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 | 12/03/2012 |
|---|------------|
| **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 November 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.