FORM 4

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

OMB APPROVAL
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Estimated average burden
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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	3)														
Name and Address of Reporting Person* Baron Jessica T				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 Other (specify below) Chief Financial Office				
(Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 400 HAMILTON AVE., SUITE 310				3. Date of Earliest Transaction (Month/Day/Year) 12/16/2012							Cine	er Financiai	Office		
(Street) PALO ALTO,, CA 94301				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by More than One Reporting Person Form filed by More than One Reporting Person					
	(State)	(Zip)		T	able I	- Non	-Der	ivative S	Securitie	s Acqı	ired, Disp	osed of, or I	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execut	Execution Date, if any		Code (Instr. 8)					Beneficially Owned Fo Reported Transaction(s		ollowing O (s) Fe	Form:	7. Nature of Indirect Beneficial Ownership
			(Monu	I/Day/ Year,		ode	V	Amoun	(A) or t (D)	Price	(Instr. 3 a	or Indire (I)		or Indirect	(Instr. 4)
Common Stock par value 12/16/2012				F			43 (1) D		\$ 10.59	93,290			D		
		Table II -	Derivat	ive Securit	ies Ac	quire	Pers cont the f	ons when ained in the constant of the constant	no responsible the following this following the following	orm ar curre	e not requently valid	uired to res	spond unle	ess	1474 (9-02)
2.	3 Transactio		` ' '									8 Price of	9 Number	of 10	11. Natu
	on Date (Month/Day/Y	Execution Da Year) any	ate, if T	te, if Transaction Code Year) (Instr. 8)				and Expiration Date (Month/Day/Year)		An Un Sec	ount of derlying urities			Owners Form o Derivat Securit Direct (or India	hip of Indire Beneficia Ownersh (Instr. 4) Object
					(Instr.										
	RCULES T L, 400 HA LTO,, CA Conversion or Exercise Price of Derivative	(Street) LTO,, CA 94301 (State) Security 2. Conversion or Exercise Price of Derivative (First) (First) (First) (First) (Stret) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (State) (State) (State) (State) (Amount of Exercise Price of Derivative)	RCULES TECHNOLOGY GROWTH LL, 400 HAMILTON AVE., SUITE (Street) LTO,, CA 94301 (State) 2. Transaction Date (Month/Day/Year) Table II - 2. Conversion or Exercise Price of Derivative (Middle) (Middle) (Zip) (Zip) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	RCULES TECHNOLOGY GROWTH LL, 400 HAMILTON AVE., SUITE (Street) (Street) (Street) (Strate) (Zip) Security 2. Transaction Date (Month/Day/Year) 1. Stock par value 12/16/2012 Report on a separate line for each class of securities be rice of Derivative 2. Transaction Date (e.g., put (e.g., put (Month/Day/Year)) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	RCULES TECHNOLOGY GROWTH LL, 400 HAMILTON AVE., SUITE (Street) (Street) 2. Transaction Date (Month/Day/Year) A Stock par value 12/16/2012 2. Table II - Derivative Securities beneficially of Execution Date, if any (Month/Day/Year) Table II - Derivative Securities beneficially of Execution Date, if any (Month/Day/Year) 2. Table II - Derivative Securities beneficially of Execution Date, if any (Month/Day/Year) (In Stock par value) 3. Date of Earliest 12/16/2012 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities beneficially of Execution Date, if any (Month/Day/Year) (In Stock par value) 3. Date of Earliest 12/16/2012 2. 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Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 4. Transaction Date Derivative Securities Acquired Derivative Securities Acquired	HERCULES TECHNOLOGY GROWTH L, 400 HAMILTON AVE., SUITE (Street) (A. If Amendment, Date Original Filed(Month (Code (Instr. 8)) (Instr. 8) (Instr. 8)	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2012 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 12/16/2012 (State) (State) (Zip) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed (Instr. 8) (Instr. 8) (A) or Disposed (Instr. 8) (B) Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2012 4. If Amendment, Date Original Filed(Month/Day/Year) LTO,, CA 94301 (State) 2. Transaction Date (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (A) or (Instr. 8) (A) or (Instr. 8) (A) or (Instr. 8) Persons who respond to contained in this form ar the form displays a curre Table II - Derivative Securities Acquired, Disposed of, or Beneficia (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion or Exercise (Month/Day/Year) Date (Month/Day/Year) 3. Transaction Date (A) or Disposed of (D) (Instr. 8) Persons who respond to contained in this form ar the form displays a curre Table II - Derivative Securities Acquired, Disposed of, or Beneficia (e.g., puts, calls, warrants, options, convertible securities) 2. 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Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Baron Jessica T C/O HERCULES TECHNOLOGY GROWTH CAPITAL 400 HAMILTON AVE., SUITE 310 PALO ALTO,, CA 94301			Chief Financial Office			

Signatures

/s/K. Nicholas Martitsch, Attorney-in-Fact for Jessica Baron	12/19/2012
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 December 16, 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.