FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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	s)																
Name and Address of Reporting Person * Shah Parag				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 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) 03/09/2013										Senio	r Managing 1	pirector	
(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					
Title of Security 2. Transaction Date (Month/Day/Year		/Year) Ex			Code (Instr. 8)		(A) or Dispo (Instr. 3, 4 a		Oisposed 6, 4 and 3 (A) or	ed of (D)		5. Amount of Securities Beneficially Owned Follo Reported Transaction(s) (Instr. 3 and 4)		Collowing (s)	Ownership Form: Direct (D) or Indirect (I)	Beneficial Ownership	
Common Stock \$0.001 par value 03/09/2013		3					8,361 D \$ 12.3		34 3	307,080 D		D					
Report on a s	separate fine to		ole II - De	rivative Se	curit	ies Ac	equire	Personta conta the fo	ons whained in	o responding this for this for Be	orm a a cur enefic	are i rent	not requ tly valid	ired to res	pond unle	ss	1474 (9-02)
2. Conversion or Exercise Price of Derivative Security	Date	Year) Execu	eemed tion Date,	4. if Transac Code ar) (Instr. 8	etion	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	rative rities ired rosed) . 3, . 15)	6. Da and I (Mor	nte Exercization	cisable on Date Year) Expirati	7. A U Se (I 4)	Title. Title	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (or Indirects)	Beneficia Ownershi (Instr. 4)
	ad Address of ag RCULES TL, 31 ST N, MA 021 Cecurity Stock \$0. Report on a service of Derivative	(First) RCULES TECHNOLO L, 31 ST. JAMES AV (Street) N, MA 02116 (State) Security 2. Conversion or Exercise Price of Derivative (Month/Day/	ad Address of Reporting Person ag (First) (Middle) RCULES TECHNOLOGY GRO' L, 31 ST. JAMES AVE., SUITE (Street) N, MA 02116 (State) (Zip) Eccurity 2. Transaction Date (Month/Day Report on a separate line for each class of the content of the co	ag (First) (Middle) (CULES TECHNOLOGY GROWTH (L, 31 ST. JAMES AVE., SUITE 790 (Street) (Street) (State) (Zip) (State) (Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Table II - De (e.g. Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Issuer Note ag ad Address of Reporting Person* ag ag (First) (Middle) (CAPITAL 3. Date of Ea (03/09/2011 4. 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Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible see (Instr. 8) (Month/Day/Year) 9. Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Month/Day/Year) 19. Date Expiratie Expirate Expirate Expirate Exercisable Date (Instr. 8) (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] CAPITAL INC [HTGC]	2. Issuer Name and Ticker or Trading Symbol HERCULES TECHNOLOGY GROWTH CAPITAL INC [HTGC] 3. Date of Earliest Transaction (Month/Day/Year) (Street) N, MA 02116 2. Transaction Date (Month/Day/Year) 3. Transaction Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5) 4. Stock \$0.001 par 3. Transaction Code (Instr. 8) 3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5) 4. Stock \$0.001 par 3. Transaction Code (Instr. 8) 4. 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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	03/12/2013
**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 March 9, 2013.

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.