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 | s) | | | | | | | | | | | | |
|---|--|---|--|---|--|---|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * BADAVAS ROBERT P | | | 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) _X_ Director 10% Owner Officer (give title below) Other (specify below) | | | | |
| (Last) (First) (Middle) C/O HERCULES TECHNOLOGY GROWTH CAPITAL,, 400 HAMILTON AVE., SUITE 310 | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/24/2012 | | | | | | | | | | |
| (Street) PALO ALTO, CA 94301 | | | 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 Acqu | | | | | ired, Disposed of, or Beneficially Owned | | | | | |
| 1.Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | any | f Code (Instr. 8) | | | | of (D) | Beneficia Reported | ally Owned Following Transaction(s) | | Ownership Form: | 7. Nature of Indirect Beneficial Ownership |
| | | | (Month/Day/Year | Code | V | Amount | (A) or (D) | Price | | | | or Indirect (I) (Instr. 4) | |
| Common Stock 12/24/2012 | | 12/24/2012 | G | | | 3,000 | D | \$ 0 | 128,079 | 9 | | D | |
| Report on a s | eparate line fo | Table II - I | Derivative Securit | ies Acquir | Pers cont the f | ons who ained in orm disp | respon this for plays a | m are curre eficial | not requesting ntly valid | uired to res | spond unle | ss | 1474 (9-02) |
| 2. Conversion or Exercise Price of Derivative Security | Date | 3A. Deemed Execution Date Year) any | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 6. D and (Mo | ate Exerc Expiration nth/Day/Y | isable n Date ('ear) | 7. Ti Amo Und Secu (Inst 4) | ount of lerlying urities tr. 3 and | | Derivative Securities Beneficially Owned Following Reported | Owners Form of Derivati Security Direct (or Indirect) | Beneficia Ownersh (Instr. 4) |
| | AS ROBE CULES T L,, 400 HA LTO, CA Security Stock Report on a s Conversion or Exercise Price of Derivative | AS ROBERT P (First) (RCULES TECHNOLO L., 400 HAMILTON A (Street) LTO, CA 94301 (State) (State) Eccurity 2. Conversion or Exercise Price of Derivative (Month/Day/Y | AS ROBERT P (First) (Middle) RCULES TECHNOLOGY GROWTH L., 400 HAMILTON AVE., SUITE (Street) LTO, CA 94301 (State) (Zip) decurity 2. Transaction Date (Month/Day/Year) Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. 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Reporting Owners

| | Relationships | | | | | |
|--|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| BADAVAS ROBERT P C/O HERCULES TECHNOLOGY GROWTH CAPITAL, 400 HAMILTON AVE., SUITE 310 PALO ALTO, CA 94301 | X | | | | | |

Signatures

| /s/Michael Penney, Attorney-In-Fact for Robert Badavas | 12/27/2012 |
|--|------------|
| 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).

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.