

HERITAGE FINANCIAL CORP /WA/
 Form 4
 July 27, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LEWIS MELVIN R

2. Issuer Name and Ticker or Trading Symbol
 HERITAGE FINANCIAL CORP /WA/ [HFWA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 PO BOX 70
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/26/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

TOPPENISH, WA 98948

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed 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) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 07/26/2005 | 07/26/2005 | M | 500 A \$ 10.15 | 51,178 | D | |
| Common Stock | 07/26/2005 | 07/26/2005 | M | 1,300 A \$ 12.25 | 52,478 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 10.15 | 07/26/2005 | 07/26/2005 | M | 500 | 03/27/2004 ⁽¹⁾ 03/27/2009 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 12.25 | 07/26/2005 | 07/26/2005 | M | 1,300 | 02/19/2003 ⁽²⁾ 02/19/2008 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEWIS MELVIN R PO BOX 70 TOPPENISH, WA 98948 | X | | | |

Signatures

| | |
|---------------------------------------|------------|
| Melvin R. Lewis | 07/27/2005 |
| **Signature of Reporting Person | Date |
| Edward D. Cameron for Melvin R. Lewis | 07/27/2005 |
| **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) Grant to reporting person of option to purchase shares of common stock under the issuer's 1998 stock option plan, in a transaction exempt from Rule 16b-3. One third of the option is exercisable annually beginning one year after grant and expires five years after it becomes exercisable.

(2) Grant to reporting person of option to purchase shares of common stock under the issuer's 2002 stock option plan, in a transaction exempt from Rule 16b-3. One third of the option is exercisable annually beginning one year after grant and expires five years after it becomes exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: HERITAGE FINANCIAL CORP /WA/ - Form 4

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.