Spurling David A Form 3 May 28, 2010

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Spurling David A	Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol HERITAGE FINANCIAL CORP /WA/ [HFWA]				
(Last) (First) (Middle) 201 5TH AVE SW (Street) OLYMPIA, WA 98501	05/25/2010	Person(s) to I (Check DirectorX Officer (give title below	all applicable)	Owner r	 5. 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 - N	Non-Derivat	ive Securiti	ies Bei	neficially Owned	
1.Title of Security (Instr. 4)	2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.		
Common Stock, no par value per s	share 11,263 (8)		D	Â		
Common Stock, no par value per s	share 4,076		I	Ву К	SOP	
Common Stock, no par value per s	share 1,177 <u>(1)</u>		D	Â		
Common Stock, no par value per s	share $1,000 \frac{(2)}{}$		D	Â		
information conta required to respo	ch class of securities benefic pond to the collection of ained in this form are not nd unless the form displ MB control number.	t s	EC 1473 (7-02	2)		

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

1. Title of Derivative2. Date Exercisable and
Security3. Title and Amount of
Securities Underlying4.5.6. Nature of Indirect
Ownership1. Title of Derivative
Securities Underlying2. Date Exercisable and
Securities Underlying3. Title and Amount of
Conversion4.5.6. Nature of Indirect
Ownership

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(Instr. 4)	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	03/20/2006(3)	03/20/2011	Common Stock	1,575	\$ 20.36	D	Â
Stock Option	03/18/2006(4)	03/18/2012	Common Stock	2,520	\$ 20.1	D	Â
Stock Option	02/17/2006(5)	02/17/2013	Common Stock	3,780	\$ 20.49	D	Â
Stock Option	04/28/2007(6)	04/28/2014	Common Stock	2,400	\$ 25.94	D	Â
Stock Option	05/25/2011(7)	05/25/2020	Common Stock	4,587	\$ 14.77	D	Â
Stock Option	02/26/2010(9)	02/26/2017	Common Stock	2,400	\$ 11.35	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
Spurling David A 201 5TH AVE SW OLYMPIA, WA 98501	Â	Â	Chief Credit Officer	Â		

Signatures

David A. Spurling

**Signature of Reporting Person

Kaylene Lahn for David A.

Spurling

**Signature of Reporting Person

Date

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 award of restricted stock under the 2010 Omnibus Equity Plan. Vests in equal installments of 25% per year beginning on May 25, 2011.
- (2) Represents award of restricted stock under the 2010 Omnibus Equity Plan. Vests 100% beginning 05/25/2013.
- (3) Represents award of stock options under the 2002 Plan which represents the last one-third installment vesting annually on 03/20/2006.
- (4) Represents award of stock options under the 2002 Plan which represents the last two, one-third installments vesting annually beginning on 03/18/2005.
- (5) Represents award of stock options under the 2002 Plan that vest in equal installments of one-third per year beginning 02/17/2006.

Reporting Owners 2

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- (6) Represents award of stock options under the 2002 Plan that vest in equal installments of one-third per year beginning 04/28/2007.
- (7) Represent award of stock option under the 2010 Omnibus Equity Plan. Vests in equal installments of 25% per year beginning on May 25, 2011.
- (8) Includes direct ownership of 2,600 shares of restricted stock awarded under the 2002 Plan.
- (9) Represents award of stock options under the 2006 Plan that vest in equal installments of one-third per year beginning 02/26/2010.

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.