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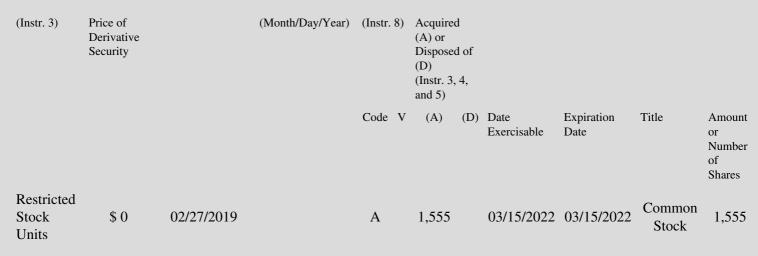
Henning Thomas Form 4	J											
March 01, 2019												
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								NT	OMB APPROVAL			
Wash					ITIES AND EXCHANGE COMMISSION hington, D.C. 20549					OMB Number:	3235	
Check this box if no longer									-	Expires:	Janua	ry 31, 2005
subject to Section 16. Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per		0.5		
Form 5 obligations may continue. See Instruction 1(b).	Section 17(a) of the l	Public U		lding C	Comp	any Act	nge Act of 1934 of 1935 or Secti 940				
(Print or Type Respon	nses)											
1. Name and Address of Reporting Person <u>*</u> Henning Thomas J			2. Issuer Name and Ticker or Trading Symbol HERITAGE FINANCIAL CORP				-	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(-)			/WA/ [HFWA]									
(Last) (First) (Middle) 201 5TH AVE SW			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2019				Director 10% Owner X Officer (give title Other (specify below) below) EVP Chief Risk Officer					
(OLYMPIA, WA	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 							
	90501							Person				
(City) (State)	(Zip)	Tab	le I - Non-	Derivati	ive Se	curities A	cquired, Disposed	of, c	or Beneficia	lly Owne	d
	nnsaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr.	red (A) sed of 3, 4 ar (A o	(D) nd 5) A) r	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For (D) (I)	Ownership rm: Direct o or Indirect str. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip
Reminder: Report on	a separate line	for each cl	ass of secu	urities bene	-		-	-		•		
					info req dis	ormat juired	ion cont to respo a curre	spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n ar orm	e not	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Henning Thomas J 201 5TH AVE SW OLYMPIA, WA 98501			EVP Chief Risk Officer					
Signatures								
/s/Kaylene Lahn Attorney in Fa	03/01/2019							
<u>**</u> Signature of Reportin	g Person		Date					
Explanation of Pa	onon	0001						

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.