Edgar Filing: GREATER BAY BANCORP - Form 4

GREATER B Form 4 March 24, 20	AY BANCORF)									
FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	s box er STATEN 5. Filed put s Section 17(D STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549 EMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES oursuant to Section 16(a) of the Securities Exchange Act of 1 7(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940						TNERSHIP OF ge Act of 1934, f 1935 or Sectio	Number: 3235-0 Number: January Expires: 2 Estimated average burden hours per response		
(Print or Type R		Darson *						5 Polotionship of	Poporting Dor	con(c) to	
			2. Issuer Name and Ticker or Trading Symbol GREATER BAY BANCORP [GBBK]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 1900 UNIVE FLOOR	(First) (ERSITY AVEN	^{Middle)} UE, 6TH	(Month/D	-	insaction			X Director Officer (give below)		b Owner er (specify	
				endment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
EAST PALC) ALTO, CA 94	303						Form filed by N Person	Aore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)		Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				SecuritiesHBeneficially(OwnedIFollowing(ReportedTransaction(s)	5. Ownership Form: Direct D) or Indirect (I) Instr. 4)		
Common Stock	03/22/2005			Code V M	Amount 5,500	(D) A	Price \$ 0 (1)	(Instr. 3 and 4) 86,892	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.

 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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Edgar Filing: GREATER BAY BANCORP - Form 4

Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
GATTO JOHN M 1900 UNIVERSITY AVENU EAST PALO ALTO, CA 94	Х						
Signatures							
/s/ John M. Gatto	03/24/2005						

**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).
- Restricted shares granted under the Issuer's 1996 Stock Option Plan. Restrictions lapse 50% on the first anniversary of the grant date and (1) 50% on the second anniversary of the grant date.

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.