DE GROSZ FRED

Form 4

January 25, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

DE GROSZ FRED

2. Issuer Name and Ticker or Trading

Symbol

**GREATER BAY BANCORP** 

[GBBK]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X\_ Director 10% Owner Officer (give title Other (specify

below)

1900 UNIVERSITY AVENUE, 6TH 01/23/2006

**FLOOR** 

(Instr. 3)

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

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

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

EAST PALO ALTO, CA 94303

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Price Code V Amount (D)

Common 01/23/2006 Stock

\$0 M 18,000 (1)

18,000

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I
Incentive Stock Option (right to buy)	\$ 26.82	01/23/2006		A	11,184	01/23/2007(2)	01/23/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 26.82	01/23/2006		A	23,816	01/23/2007(2)	01/23/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 28.92					12/01/2005(3)	01/19/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.92					12/01/2005(3)	01/19/2014	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
1	Director	10% Owner	Officer	Other	
DE GROSZ FRED 1900 UNIVERSITY AVENUE, 6TH FLOOR	X				
EAST PALO ALTO, CA 94303					

## **Signatures**

/s/ Frederick J. de
Grosz

\*\*Signature of Reporting 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) Restricted shares granted under Issuer's 1996 Stock Option Plan. Restrictions lapse 25% on the first anniversary of the grant date and 25% annually thereafter.
- (2) Option to vest in three equal annual installments commencing one year from the date of grant.

Reporting Owners 2

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(3) Vesting of previously granted option accelerated in connection with Issuer's implementation of SFAS 123R (See Current Reports on Form 8-K filed on December 2, 2005 and January 12, 2006).

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.