MARCUS GEORGE M

Form 4 May 03, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

obligations may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARCUS GEORGE M

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

1900 UNIVERSITY AVENUE, 6TH 05/02/2006

FLOOR

(Street) 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

below)

EAST PALO ALTO, CA 94303

(City)	(State)	(Zip) Tabl	e I - Non-D) erivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly 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 Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	05/02/2006		P	785	A	\$ 27.77	304,505	D	
Common Stock	05/02/2006		P	1,300	A	\$ 27.76	305,805	D	
Common Stock	05/02/2006		P	998	A	\$ 27.75	306,803	D	
Common Stock	05/02/2006		P	1,200	A	\$ 27.74	308,003	D	
Common Stock	05/02/2006		P	1,947	A	\$ 27.73	309,950	D	

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Common Stock	05/02/2006	P	170	A	\$ 27.72	310,120	D
Common Stock	05/02/2006	P	1,513	A	\$ 27.71	311,633	D
Common Stock	05/02/2006	P	5,200	A	\$ 27.7	316,833	D
Common Stock	05/02/2006	P	3,528	A	\$ 27.69	320,361	D
Common Stock	05/02/2006	P	3,359	A	\$ 27.68	323,720	D
Common Stock	05/02/2006	P	2,300	A	\$ 27.63	326,020	D
Common Stock	05/02/2006	P	2,191	A	\$ 27.62	328,211	D
Common Stock	05/02/2006	P	178	A	\$ 27.61	328,389	D
Common Stock	05/02/2006	P	2,183	A	\$ 27.6	330,572	D
Common Stock	05/02/2006	P	391	A	\$ 27.57	330,963	D
Common Stock	05/02/2006	P	200	A	\$ 27.56	331,163	D
Common Stock	05/02/2006	P	1,009	A	\$ 27.55	332,172	D
Common Stock	05/02/2006	P	3,000	A	\$ 27.54	335,172	D
Common Stock	05/02/2006	P	539	A	\$ 27.53	335,711	D
Common Stock	05/02/2006	P	3,623	A	\$ 27.52	339,334	D
Common Stock	05/02/2006	P	400	A	\$ 27.49	339,734	D
Common Stock	05/02/2006	P	1,800	A	\$ 27.47	341,534	D
Common Stock	05/02/2006	P	1,400	A	\$ 27.46	342,934	D
Common Stock	05/02/2006	P	786	A	\$ 27.45	343,720	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

SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date		of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARCUS GEORGE M
1900 UNIVERSITY AVENUE, 6TH FLOOR
EAST PALO ALTO, CA 94303

Signatures

/s/ George M. 05/03/2006 Marcus

**Signature of Date
Reporting Person

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.

Reporting Owners 3