## Edgar Filing: GREATER BAY BANCORP - Form 4

GREATER B Form 4 May 31, 2006	AY BANCOR	Р								
<b>FORM</b> Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	<b>4</b> UNITED box er STATEN 5. Filed pu Section 17	Was F CHAN Section 16 Public Ut	ECURITIES AND EXCHANGE COMMI Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSH SECURITIES etion 16(a) of the Securities Exchange Act of blic Utility Holding Company Act of 1935 of the Investment Company Act of 1940					Number: 3235-02 Number: January 20 Expires: 20 Estimated average burden hours per response		
(Print or Type R	esponses) Idress of Reporting	Person *	2 Issuer	Nama and '	Tieker or '	Fradin	a	5 Relationship of	Reporting Per	son(s) to
SEILER DO	Symbol	Name and ER BAY			g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 1900 UNIVE FLOOR	(First)	(Middle) UE, 6TH	(Month/D	-	insaction			X_ Director Officer (give below)		b Owner er (specify
	(Street)	ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
EAST PALC	O ALTO, CA 94	1303						Form filed by M Person	Iore than One Ro	eporting
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				SecuritiesHBeneficially(OwnedH	5. Ownership Form: Direct D) or indirect (I) Instr. 4)		
Common Stock	05/30/2006			Code V M	Amount 3,000	or (D) A	Price \$ 0 (1)	(Instr. 3 and 4)	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)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Na	Relationships						
	Director	10% Owner	Officer	Other			
SEILER DONALD H 1900 UNIVERSITY AVEN EAST PALO ALTO, CA 94	Х						
Signatures							
/s/ Donald H. Seiler	05/31/2006						

\*\*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).

(1) Restricted shares granted under the Issuer's 1996 Stock Option Plan. Restrictions lapse 100% on the date of grant.

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.