



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549-3561

April 20, 2010

Mail Stop 4720

*By U.S. Mail and facsimile to 805-545-8599*

Lawrence P. Ward  
President and Chief Executive Officer  
Heritage Oaks Bancorp, Inc  
545 12<sup>th</sup> Street  
Paso Robles, CA 93446

**Re: Heritage Oaks Bancorp, Inc  
Registration Statement on Form S-3  
Filed April 12, 2010  
File No. 333-166015**

Dear Mr. Ward:

We have monitored your filing for the issues addressed in the following comments. Where indicated, we think you should revise your document in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments.

The purpose of our monitor process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

1. Please provide your analysis of your S-3 eligibility. Include a discussion of your public float and paragraph I.B.3 of General Instructions for Form S-3. Alternatively, amend on Form S-1.
2. You cannot register a transaction requiring more shares than you have authorized. Please file a pre-effective amendment after your shareholders have authorized the shares.

3. Provide a new legal opinion without the assumptions (v) and (vi) in the second paragraph.

As appropriate, please amend your registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing reviewed by the staff to be certain that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company and each filing person acknowledging that:

- the company or filing person is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company or filing person may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Jessica Livingston at 202-551-3448 or me at 202-551-3436 with any questions.

Sincerely,

Greg Dundas  
Attorney-Advisor

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cc: Kenneth Moore  
Ryan J. Barncastle  
Stuart-Moore  
641 Higuera Street Suite 302  
San Luis Obispo, CA 93401