

ENTERPRISE BANCORP INC /MA/

Form 4

January 05, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Bullock Brian H

(Last) (First) (Middle)

C/O ENTERPRISE BANCORP,
INC., 222 MERRIMACK STREET

(Street)

LOWELL, MA 01852

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENTERPRISE BANCORP INC
/MA/ [EBTC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP - Principal Subsidiary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/09/2016		G	V	50	D	\$ 0	58,422	D
Common Stock	01/04/2017		M		1,750	A	\$ 12.51	60,172	D
Common Stock	01/04/2017		F		1,009	D	\$ 39	59,163	D
Common Stock	01/04/2017		M		1,500	A	\$ 14.85	60,663	D
Common Stock	01/04/2017		F		921	D	\$ 39	59,742	D

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Common Stock 2,677.823 ⁽¹⁾ I By Wife
_{(2) (3)}

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

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.51	01/04/2017		M	1,750	03/16/2014 03/15/2017	Common Stock	1,750
Stock Option (Right to Buy)	\$ 14.85	01/04/2017		M	1,500	03/15/2015 03/14/2018	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bullock Brian H
C/O ENTERPRISE BANCORP, INC.
222 MERRIMACK STREET
LOWELL, MA 01852

EVP - Principal Subsidiary

Signatures

/s/ Brian H. Bullock 01/05/2017

**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) Includes 8.1531 shares acquired through the Issuers dividend reinvestment plan on 6/1/16
- (2) Includes 7.5130 shares acquired through the Issuers dividend reinvestment plan on 9/1/16
- (3) Includes 5.9742 shares acquired through the Issuers dividend reinvestment plan on 12/1/16
- (4) Exercise of option

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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