

ENTERPRISE BANCORP INC /MA/  
 Form 4  
 November 29, 2016

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 GALLAGHER MICHAEL JOHN

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/28/2016

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

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

(Street)

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

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

LOWELL, MA 01852

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/28/2016		M		313 A \$ 14.85	5,825.4227	D
Common Stock	11/28/2016		F		200 D \$ 32.3216	5,625.4227	D
Common Stock	11/28/2016		M		425 A \$ 16.25	6,050.4227	D
Common Stock	11/28/2016		F		283 D \$ 32.3256	5,767.4227	D
Common Stock	11/28/2016		M		450 A \$ 16.43	6,217.4227	D

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Common Stock	11/28/2016	F	302	D	\$ 32.2838	5,915.4227	D
Common Stock	11/28/2016	M	413	A	\$ 20.29	6,328.4227	D
Common Stock	11/28/2016	F	315	D	\$ 31.4901	6,013.4227 <u>(1) (2) (3) (4)</u>	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.**

SEC 1474  
(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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.85	11/28/2016		M	313	03/15/2015	03/14/2018	Common Stock	313
Stock Option (Right to Buy)	\$ 16.25	11/28/2016		M	425	03/20/2016	03/19/2019	Common Stock	425
Stock Option (Right to Buy)	\$ 16.43	11/28/2016		M	450	03/19/2017	03/18/2023	Common Stock	450
Stock Option (Right to Buy)	\$ 20.29	11/28/2016		M	413	03/18/2018	03/17/2024	Common Stock	413

