ENTERPRISE BANCORP INC /MA/

Form 4

November 29, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ENTERPRISE BANCORP INC

/MA/ [EBTC]

(Check all applicable)

EVP-Principal Subsidiary

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

11/28/2016

Director 10% Owner _X__ Officer (give title Other (specify below)

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

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

LOWELL, MA 01852

(City)	(State)	(Zip) Tab	le I - Non-	Derivativo	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount		Price	(Instr. 3 and 4)		
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 (1) (2) (3) (4)	D

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

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SEC 1474 (9-02)

> 8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	ionof Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				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

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GALLAGHER MICHAEL JOHN C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852

EVP-Principal Subsidiary

Signatures

/s/ Michael John
Gallagher
11/29/2016

**Signature of Reporting Date
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).
- (1) Includes 13.2451 shares acquired through the Issuer's Dividend Reinvestment Plan on June 1, 2016.
- (2) Includes 1.9414 shares acquired through the Issuer's Employee Stock Purchase Plan on June 7, 2016.
- (3) Includes 12.2052 shares acquired through the Issuer's Dividend Reinvestment Plan on September 1, 2016.
- (4) Includes 1.7617 shares acquired through the Issuer's Employee Stock Purchase Plan on September 8, 2016.
- (5) Exercise of an option.

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