Edgar Filing: ENTERPRISE BANCORP INC /MA/ - Form 4

ENTERPRISE BANCORP INC /MA/

Form 4

December 03, 2009

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response... 0.5

Estimated average

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

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LERNER ARNOLD S Issuer Symbol ENTERPRISE BANCORP INC (Check all applicable) /MA/ [EBTC] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) C/O ENTERPRISE BANCORP, 222 12/02/2009 MERRIMACK STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting LOWELL, MA 01852 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Ownership (Instr. 8) Owned Direct (D) **Following** or Indirect (Instr. 4) Reported (I)

(Instr. 3 and 4) Price Code V Amount (D) thru the Lerner Common 12/02/2009 13,033 A $I^{(1)}$ 13,033 (2) Family Stock Limited Partnership Common

(A)

or

Transaction(s)

(Instr. 4)

289,773.2422 Stock

Common By wife 218,647.37 Ι Stock

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

Edgar Filing: ENTERPRISE BANCORP INC /MA/ - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9.]
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	te Amou		ınt of	Derivative	De
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)	Be
	Derivative				Securities Acquired				3 and 4)		Ov
	Security										Fo
					(A) or						Re
					Disposed						Tra
					of (D)						(In
					(Instr. 3,						
					4, and 5)						
									A 4		
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount		
									or		
									Number		
				C 1 W					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LERNER ARNOLD S C/O ENTERPRISE BANCORP 222 MERRIMACK STREET LOWELL, MA 01852

X

Signatures

/s/ Richard W. Main as attorney-in-fact for Arnold S. Lerner

> **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).
- The reporting person is the managing member of the Lerner Family LLC which is the general partner of the Lerner Family Limited Partnership. The reporting person disclaims beneficial ownership of reported securities except to the extent of his pecuniary interest
- (2) Shares were acquired through the Issuer's supplemental community offering.

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.

Reporting Owners 2

. Ni)eriv ecu ene

SEC 1474

(9-02)

)wn

ollo lepo rans [nsti

12/03/2009