

HARRINGTON JOHN P  
 Form 4  
 December 03, 2009

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

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 HARRINGTON JOHN P

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)  
 C/O ENTERPRISE BANCORP, 222 MERRIMACK STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/02/2009

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

LOWELL, MA 01852

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

(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 Indirect Ownership (Instr. 4) |             |     |         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------|-----|---------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |             |     |         |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |             |     |         |
| Common Stock                    | 12/02/2009                           |  | P                              | 300   | (1)   | A  | \$ 10.85                                   | 300         | I   | By wife |
| Common Stock                    |                                      |  |                                |   |   |  |  | 14,272.5935 | D   |         |
|                                 |                                      |  |                                |   |   |  |  | (2)         | (3) | (4)     |

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

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SEC 1474 (9-02)

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**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. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HARRINGTON JOHN P<br>C/O ENTERPRISE BANCORP<br>222 MERRIMACK STREET<br>LOWELL, MA 01852 |               | X         |         |       |

## Signatures

/s/ Richard W. Main as attorney-in-fact for John P. Harrington 12/03/2009

\*\*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) Shares were acquired through the Issuer's supplemental community offering.
- (2) Includes 148.1295 shares acquired through the Issuer's dividend reinvestment plan on March 2, 2009.
- (3) Includes 106.4313 shares acquired through the Issuer's dividend reinvestment plan on June 1, 2009.
- (4) Includes 96.5446 shares acquired through the Issuer's dividend reinvestment plan on September 1, 2009.

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.