

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

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 *
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)			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)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	D

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. P Der Sec (Ins	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
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 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 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.

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.