#### ENTERPRISE BANCORP INC /MA/

Form 4

March 15, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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)

may continue.

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hoyt Marlene P Issuer Symbol ENTERPRISE BANCORP INC (Check all applicable) /MA/ [EBTC] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) C/O ENTERPRISE BANCORP. 03/13/2017 **EVP-Principal Subsidiary** 

INC., 222 MERRIMACK STREET

(State)

(Zip)

LOWELL, MA 01852

(City)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	Tabl	le I - Non-L	<b>Derivative</b>	Secur	rities Acq	uired, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
Common Stock	03/13/2017		Code V M	Amount 1,000	or (D)	Price \$ 12.51	(Instr. 3 and 4) 17,321.9649	D	
Common Stock	03/13/2017		F	622	D	\$ 31.23	16,699.9649 (1) (2) (3) (4) (5) (6) (7)	D	

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

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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. Transactic Code (Instr. 8)	5. Number stiom Derivative Securities 3) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 12.51	03/13/2017		M		1,000	03/16/2014	03/15/2017	Common Stock	1,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoyt Marlene P C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852

**EVP-Principal Subsidiary** 

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## **Signatures**

/s/ John P. Clancy, Jr., attorney-in-fact for Marlene P. Hoyt

03/15/2017

\*\*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 12.5955 shares acquired through the Issuer's Employee Stock Purchase Plan on 8/8/16.
- (2) Includes 1.5505 shares acquired through the Issuer's Dividend Reinvestment Plan on 9/8/16.
- (3) Includes 1.2537 shares acquired through the Issuer's Dividend Reinvestment Plan on 12/7/16.
- (4) Includes 1.2857 shares acquired through the Issuer's Dividend Reinvestment Plan on 3/7/17.
- (5) Includes 47.2530 shares acquired through the Issuer's Dividend Reinvestment Plan on 9/1/2016.
- (6) Includes 37.5760 shares acquired through the Issuer's Dividend Reinvestment Plan on 12/1/16
- (7) Includes 37.8053 shares acquired through the Issuer's Dividend Reinvestment Plan on 3/1/17.
- (8) 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.

Reporting Owners 2

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