

Hoyt Marlene P
Form 4
August 15, 2017

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 *
Hoyt Marlene 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)

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2017

____ 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) (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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 08/11/2017 | | M | 750 | A \$ 14.85 | 18,264.9419 | D |
| Common Stock | 08/11/2017 | | F | 485 | D \$ 31 | 17,779.9419 | D |
| Common Stock | 08/11/2017 | | M | 850 | A \$ 16.25 | 18,629.9419 | D |
| Common Stock | 08/11/2017 | | F | 576 | D \$ 31 | 18,053.9419 | D |
| Common Stock | 08/11/2017 | | M | 300 | A \$ 16.43 | 18,353.9419 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|-------------------------------|---|
| Common Stock | 08/11/2017 | F | 204 | D | \$ 31 | 18,149.9419 | D |
| Common Stock | 08/11/2017 | M | 122 | A | \$ 20.29 | 18,271.9419 | D |
| Common Stock | 08/11/2017 | F | 92 | D | \$ 31 | 18,179.9419 | D |
| Common Stock | 08/11/2017 | M | 125 | A | \$ 21.03 | 18,304.9419 | D |
| Common Stock | 08/11/2017 | F | 97 | D | \$ 31 | 18,207.9419 <u>(1) (2)</u> | D |

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

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.

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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) |
| Option (Right to Buy) | \$ 14.85 | 08/11/2017 | | M | 750 | 03/15/2015 | 03/14/2018 | Common Stock | 750 |
| Option (Right to Buy) | \$ 16.25 | 08/11/2017 | | M | 850 | 03/20/2016 | 03/19/2019 | Common Stock | 850 |
| Option (Right to Buy) | \$ 16.43 | 08/11/2017 | | M | 300 | 03/19/2017 | 03/18/2023 | Common Stock | 300 |
| Option (Right to Buy) | \$ 20.29 | 08/11/2017 | | M | 122 | 03/18/2018 | 03/17/2024 | Common Stock | 122 |
| | \$ 21.03 | 08/11/2017 | | M | 125 | 03/17/2019 | 03/16/2025 | | 125 |

Option
(Right to
Buy)

Common
Stock

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 | |

Signatures

| | |
|--|------------|
| /s/ John P. Clancy, Jr., attorney-in-fact for Marlene P. Hoyt | 08/15/2017 |
| **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 1.3976 shares acquired through the Issuer's Dividend Reinvestment Plan on 6/7/2017.
- (2) Includes 46.5796 shares acquired through the Issuer's Dividend Reinvestment Plan on 6/1/2017
- (3) 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.