

ENTERPRISE BANCORP INC /MA/
 Form 3
 April 30, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Szablak Chester J JR (Last) (First) (Middle)	2. Date of Event Requiring Statement (Month/Day/Year) 04/21/2009	3. Issuer Name and Ticker or Trading Symbol ENTERPRISE BANCORP INC /MA/ [EBTC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP - Principal Subsidiary	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O ENTERPRISE BANCORP, INC., 222 MERRIMACK STREET (Street)				
LOWELL, MA 01852 (City) (State) (Zip)				

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,947.4841	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	06/06/2009	Common Stock	4,000	\$ 9.11	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	12/31/2010	Common Stock	4,000	\$ 15.34	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	08/02/2013	Common Stock	6,500	\$ 14.375	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	03/06/2014	Common Stock	3,000	\$ 16.5	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	03/17/2015	Common Stock	3,500	\$ 12.75	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	03/16/2016	Common Stock	2,000	\$ 8.75	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szablak Chester J JR C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852	Â	Â	Â EVP - Principal Subsidiary	Â

Signatures

/s/ Chester J. Szablak, Jr. 04/30/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 6/7/03. Options are fully vested.
- (2) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 1/2/05. Options are fully vested.
- (3) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 8/3/06. Options will be fully vested on 8/3/09.
- (4) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/7/08. Options will be fully vested on 3/7/11.
- (5) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/18/09. Options will be fully vested on 3/18/12.
- (6) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/17/10. Options will be fully vested on 3/17/13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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