Edgar Filing: ENTERPRISE FINANCIAL SERVICES CORP - Form 4

ENTERPRISE FINANCIAL SERVICES CORP

Form 4 May 16, 2016

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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(b).

(Last)

(City)

Common

Common

Stock

Stock

1. Name and Address of Reporting Person * Goodman Scott Richard

(First)

(Middle)

(Zip)

150 N. MERAMEC

(State)

05/12/2016

(Street)

ST. LOUIS, MO 63105

2. Issuer Name and Ticker or Trading

Symbol

ENTERPRISE FINANCIAL SERVICES CORP [EFSC]

3. Date of Earliest Transaction

(Month/Day/Year) 05/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

Person

4. Securities Acquired 5. Amount of

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President 6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(D) or

Indirect (I)

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (Instr. 8)

S

3.

(D)

(Instr. 3, 4 and 5) (A)

Transaction(A) or Disposed of

or Code V Amount (D) Price 2,222 D 26.9

Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4)

36,860

I

D

Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

Form: Direct Indirect

401(k) Plan (1)

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.

4,306

SEC 1474 (9-02)

1

Edgar Filing: ENTERPRISE FINANCIAL SERVICES CORP - Form 4

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securities |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------|---------------------------------------------------------|--------------------|-------------------------------------------|----------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Settled Stock Appreciation Rights | \$ 25.63 | | | | | 12/15/2007(2) | 06/15/2017 | Common Stock | 5,753 |
| Stock Settled Stock Appreciation Rights | \$ 20.63 | | | | | 12/15/2008(3) | 06/13/2018 | Common Stock | 7,500 |
| Restricted Share Units | \$ 0 <u>(4)</u> | | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 3,046 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Goodman Scott Richard | | | | | | | |
| 150 N. MERAMEC | | | President | | | | |
| ST. LOUIS, MO 63105 | | | | | | | |

Signatures

/s/ Scott Richard
Goodman

**Signature of Reporting

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).
- The reporting person holds units in the stock fund and the number of shares reported as indirectly held in the 401 (k) plan in this row is an estimate of the number of shares of the issuer's Common Stock held in the unitized stock fund and allocated to the reporting person's account.

Reporting Owners 2

Edgar Filing: ENTERPRISE FINANCIAL SERVICES CORP - Form 4

- Each SSAR consists of the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR. The SSARs vest at a rate of 20% annually over five years, subject to continued employement of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2007.
- Each SSAR consists of the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR. The SSARs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2008.
- (4) The RSUs were granted pursuant to the Company's 2013 Stock Incentive Plan. Each RSU represents the right to receive one share of Common Stock, subject to adjustment as provided in the Grant Agreement.
- The RSUs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on (5) December 15 of each year, commencing in the calendar year of the grant. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Common Stock.

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.