

ENTERPRISE BANCORP INC /MA/
Form 4
March 15, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
C/O ENTERPRISE BANCORP, INC., 222 MERRIMACK STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Principal Subsidiary

LOWELL, MA 01852

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

(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)
				Code V Amount (D) Price			
Common Stock	03/13/2017		M	1,000 A \$ 12.51	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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SEC 1474 (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. 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	

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.

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