

Hoyt Marlene P
Form 4
March 22, 2018

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)
03/20/2018

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/20/2018 | | A | | 681 | A | \$ 0 |
| | | | | | 19,034.8021 | D | |
| | | | | | (1) (2) (3) (4) (5) (6) | | |

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.

SEC 1474 (9-02)

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

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| 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. Price or Value 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) | \$ 34.33 | 03/20/2018 | | A | | 344 | | <u>(7)</u> | 03/20/2028 | Common Stock | 344 | \$ |

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
 03/22/2018

__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 53.3248 shares acquired through the Issuer's Dividend Reinvestment Plan on 3/1/18.
- (2) Includes 1.4814 shares acquired through the Issuer's Employee Stock Purchase Plan on 3/6/18.
- (3) Includes 41.3515 shares acquired through the Issuer's Dividend Reinvestment Plan on 12/1/17.
- (4) Includes 1.1559 shares acquired through the Issuer's Employee Stock Purchase Plan on 12/6/17.
- (5) Includes 47.2010 shares acquired through the Issuer's Dividend Reinvestment Plan on 9/1/17.
- (6) Includes 1.3455 shares acquired through the Issuer's Employee Stock Purchase Plan on 9/7/17.
- (7) Options vest 50% on the second anniversary date of the grant and 50% on the fourth anniversary date of the grant. The first installment vests on March 20, 2020.

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.