SOUCIE KEITH N Form 3 March 29, 2019 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> SOUCIE KEITH N		 Date of Event Requiring Statement (Month/Day/Year) 	3. Issuer Name and Ticker or Trading Symbol ENTERPRISE BANCORP INC /MA/ [EBTC]					
(Last)	(First)	(Middle)	03/19/2019	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)		
C/O ENTER INC., 222 I STREET				(Check	c all applicable)		
	(Street)			Director10% Owner OfficerOther (give title below) (specify below) EVP-Principal Subsidiary		r ow)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting	
LOWELL,Â	A MAÂ 01852						Person Form filed by More than One Reporting Person	
(City)	(State)	(Zip)	Table I - N	Non-Deriva	tive Securit	ies Be	neficially Owned	
1.Title of Secur (Instr. 4)	ity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Na Owne (Instr	1	
Common Sto	ock		9,981.544	5	D	Â		
Common Sto	ock		300		Ι	By V	Wife	

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (Right to Buy)	(1)	03/18/2023	Common Stock	550	\$ 16.43	D	Â
Option (Right to Buy)	(2)	03/17/2024	Common Stock	433	\$ 20.29	D	Â
Option (Right to Buy)	(3)	03/16/2025	Common Stock	440	\$ 21.03	D	Â
Option (Right to Buy)	(4)	03/14/2026	Common Stock	476	\$ 21.86	D	Â
Option (Right to Buy)	(5)	03/20/2027	Common Stock	199	\$ 30.46	D	Â
Option (Right to Buy)	(6)	03/19/2028	Common Stock	188	\$ 34.33	D	Â
Option (Right to Buy)	(7)	03/18/2029	Common Stock	475	\$ 29.84	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
SOUCIE KEITH N C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852	Â	Â	EVP-Principal Subsidiary	Â		
Signatures						

/s/ Keith N. Soucie	03/29/2019		
<u>**</u> 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).
- Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment (1) vested on March 19, 2015. Options are fully vested.
- Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment (2) vested on March 18, 2016. Options are fully vested.
- Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment (3) vested on March 17, 2017. Options are fully vested.

(4)

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Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment vested on March 15, 2018.

- (5) Options vest 50% on the second anniversary date of the grant and 50% on the fourth anniversary date of the grant. The first installment vested on March 21, 2019.
- (6) 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.
- (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 19, 2021.

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.