

GALLAGHER MICHAEL JOHN

Form 4

March 22, 2018

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GALLAGHER MICHAEL JOHN

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
X Officer (give title below) ____ Other (specify below)
EVP-Principal Subsidiary

LOWELL, MA 01852

(City) (State) (Zip)

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

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

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)
Common Stock	03/20/2018		A	681 A \$ 0	8,269.3074 ⁽¹⁾ (2) (3) (4) (5) (6)	D	

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
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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)**

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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. Pri Deriv Secur (Instr	
				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
GALLAGHER MICHAEL JOHN C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852	EVP-Principal Subsidiary

Signatures

/s/ John P. Clancy, Jr. as attorney-in-fact for Michael John
Gallagher

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 26.1432 shares acquired through the Issuer's Dividend Reinvestment Plan on 3/1/18.
- (2) Includes 1.6831 shares acquired through the Issuer's Employee Stock Purchase Plan on 3/6/18.
- (3) Includes 18.3912 shares acquired through the Issuer's Dividend Reinvestment Plan on 12/1/17.
- (4) Includes 1.3133 shares acquired through the Issuer's Employee Stock Purchase Plan on 12/6/17
- (5) Includes 19.8424 shares acquired through the Issuer's dividend reinvestment plan on 9/1/17.
- (6) Includes 1.5285 shares acquired through the Issuer's Employee Stock Purchase Plan on 9/1/17
- (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.
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