

ENTERPRISE FINANCIAL SERVICES CORP
 Form 5
 January 31, 2008

FORM 5

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 EICHNER KEVIN C

2. Issuer Name and Ticker or Trading Symbol
 ENTERPRISE FINANCIAL SERVICES CORP [EFSC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

150 N. MERAMEC
 (Street)

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

6. Individual or Joint/Group Reporting
 (check applicable line)

ST. LOUIS, MO 63105

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | | | | | | | 84,906 | D | |
| Common Stock | | | | | | | 9,101 | I | EBSP III, LLC |
| Common Stock | | | | | | | 349,650 | I | MEH LLC |
| Common Stock | 07/16/2007 | | G | 200 | D | \$ 0 | 62,726 | I | By Trust |

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Common Stock 12/31/2007 Â G 1,855 D \$ 0 60,871 I By Trust

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

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SEC 2270 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Incentive Stock Option (right to buy) | \$ 11.75 | Â | Â | Â | Â | 10/01/2004 ⁽¹⁾ 07/01/2011 | Common Stock 5 |
| Incentive Stock Option (right to buy) | \$ 15 | Â | Â | Â | Â | 10/01/2004 ⁽¹⁾ 09/01/2010 | Common Stock 5 |
| Non-Qualified Stock Option (right to buy) | \$ 13.4 | Â | Â | Â | Â | 10/01/2004 ⁽¹⁾ 05/13/2013 | Common Stock 5 |
| Non-Qualified Stock Option (right to buy) | \$ 9.3 | Â | Â | Â | Â | 10/01/2004 ⁽¹⁾ 07/01/2012 | Common Stock 8 |
| Non-Qualified Stock Option (right to buy) | \$ 21.97 | Â | Â | Â | Â | 11/14/2008 ⁽²⁾ 11/14/2015 | Common Stock 5 |
| Non-Qualified Stock Option (right to buy) | \$ 32.99 | Â | Â | Â | Â | 11/14/2009 ⁽²⁾ 11/14/2016 | Common Stock 3 |
| Non-Qualified Stock Option (right to buy) | \$ 23.04 | Â | Â | Â | Â | 11/14/2010 ⁽²⁾ 11/14/2017 | Common Stock 5 |
| Restricted Share Units | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | Common Stock 1 |
| | \$ 25.63 | Â | Â | Â | Â | 12/15/2007 ⁽⁵⁾ 06/15/2017 | 5 |

Stock Settled
 Stock
 Appreciation
 Rights

Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EICHNER KEVIN C 150 N. MERAMEC ST. LOUIS, MO 63105 | Â | Â | Â President & CEO | Â |

Signatures

Kevin C.
 Eichner

01/31/2008

__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) Effective 10/01/2004 the Board fully vested the outstanding employee and Director stock options.
 - (2) Options vest 33% per year for three years
 - (3) The RSUs were granted pursuant to the Company's 2002 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
 - (4) 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.
 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,
 - (5) subject to continued employment of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.