

ENTERPRISE BANCORP INC /MA/

Form 4

August 31, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Szablak Chester J JR

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)
08/30/2016

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

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

LOWELL, MA 01852

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/30/2016		M		1,750	A \$ 12.51	32,420.0329 D
Common Stock	08/30/2016		F		300	D \$ 27.15	32,120.0329 D
Common Stock	08/30/2016		F		9	D \$ 27.1501	32,111.0329 D
Common Stock	08/30/2016		F		100	D \$ 27.154	32,011.0329 D
Common Stock	08/30/2016		F		104	D \$ 27.155	31,907.0329 D

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Common Stock	08/30/2016	F	100	D	\$ 27.16	31,807.0329	D
Common Stock	08/30/2016	F	200	D	\$ 27.2	31,607.0329	D
Common Stock	08/30/2016	F	200	D	\$ 27.425	31,407.0329	D
Common Stock	08/30/2016	F	100	D	\$ 27.44	31,307.0329	D

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

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(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. D S (I
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.51	08/30/2016		M	1,750	03/16/2014	03/15/2017	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Szablak Chester J JR C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852	EVP - Principal Subsidiary

Signatures

/s/ Chester J.
Szablak, Jr.

08/31/2016

__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) Exercise of 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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