

IRISH STEPHEN J

Form 4

December 31, 2009

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 *
IRISH STEPHEN J

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)
11/19/2009

____ Director ____ 10% Owner
X 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)
X 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 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	05/15/2009		G	V 200 D \$ 0	10,000 ⁽⁴⁾	D	
Common Stock					16,256	I	by Trust
Common Stock	08/31/2009		G	V 6,775 D \$ 0	5,000 ⁽¹⁾	D	
Common Stock	08/31/2009		G	V 250 A \$ 0	16,506	I	by Trust
Common Stock	08/31/2009		G	V 6,775 A \$ 0	23,281	I	by Trust

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Common Stock	11/19/2009	P	2,305 (2)	A	\$ 10.85	23,652 (3)	I	by Trust
Common Stock						5,000	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Stephen J. 12/31/2009
Irish

____Signature of Date
Reporting Person

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).

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- (1) This balance includes transactions reported on Form 4s filed on 5/27/09, 6/18/09 and 6/19/09. The transactions included total sales of 300 shares and a net acquisition of 2,075 shares from a stock option exercise.
- (2) Shares were acquired upon exercise of subscription rights, including exercise of oversubscription opportunity, under the Issuer's shareholder rights offering.
- (3) This balance includes transactions reported on Form 4s filed on 9/18/09 and 9/21/09 for total sales of 1,934 shares.
- (4) This balance includes acquisition of 5,000 shares reported on a Form 4 filed on 3/19/09.

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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