

GALLAGHER MICHAEL JOHN
 Form 4
 March 21, 2019

FORM 4

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

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/19/2019

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

C/O ENTERPRISE BANCORP, INC., 222 MERRIMACK STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
Common Stock	03/19/2019		A	783 A	\$ 0 3,249.9171 ⁽¹⁾ <u>(2) (3) (4) (5)</u>	D	
Common Stock					5,907.9035 ⁽⁵⁾ <u>(6) (7) (8)</u>	I	By Trust

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

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SEC 1474 (9-02)

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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 or Value of Underlying Securities (Instr. 3 and 4)
Option (Right to Buy)	\$ 29.84	03/19/2019		A	475	<u>(9)</u> 03/19/2029	Common Stock	475 \$

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
 Date: 03/21/2019

__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 22.444 shares acquired through the Issuer's Dividend Reinvestment Plan on 6/1/2018.
- (2) Includes 1.5283 shares acquired through the Issuer's Employee Stock Purchase Plan on 9/4/2018.
- (3) Includes 1.5535 shares acquired through the Issuer's Employee Stock Purchase Plan on 12/3/2018.
- (4) Includes 1.8846 shares acquired through the Issuer's Employee Stock Purchase Plan on 3/4/2019.
- (5) Report includes transfer of shares from direct ownership to indirect ownership by trust.
- (6) Includes 23.9739 shares acquired through the Issuer's Dividend Reinvestment Plan on 9/4/2018.
- (7) Includes 24.6172 shares acquired through the Issuer's Dividend Reinvestment Plan on 12/3/2018.
- (8) Includes 29.5118 shares acquired through the Issuer's Dividend Reinvestment Plan on 3/4/2019.
- (9)

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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.