

Hoyt Marlene P
 Form 4
 August 15, 2017

FORM 4

**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).

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 *
 Hoyt Marlene P

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)
 08/11/2017

____ 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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	08/11/2017		M		750	A	\$ 14.85	18,264.9419	D	
Common Stock	08/11/2017		F		485	D	\$ 31	17,779.9419	D	
Common Stock	08/11/2017		M		850	A	\$ 16.25	18,629.9419	D	
Common Stock	08/11/2017		F		576	D	\$ 31	18,053.9419	D	
Common Stock	08/11/2017		M		300	A	\$ 16.43	18,353.9419	D	

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Common Stock	08/11/2017	F	204	D	\$ 31	18,149.9419	D
Common Stock	08/11/2017	M	122	A	\$ 20.29	18,271.9419	D
Common Stock	08/11/2017	F	92	D	\$ 31	18,179.9419	D
Common Stock	08/11/2017	M	125	A	\$ 21.03	18,304.9419	D
Common Stock	08/11/2017	F	97	D	\$ 31	18,207.9419 <u>(1) (2)</u>	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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 14.85	08/11/2017		M	750	03/15/2015	03/14/2018	Common Stock	750
Option (Right to Buy)	\$ 16.25	08/11/2017		M	850	03/20/2016	03/19/2019	Common Stock	850
Option (Right to Buy)	\$ 16.43	08/11/2017		M	300	03/19/2017	03/18/2023	Common Stock	300
Option (Right to Buy)	\$ 20.29	08/11/2017		M	122	03/18/2018	03/17/2024	Common Stock	122
	\$ 21.03	08/11/2017		M	125	03/17/2019	03/16/2025		125

Option
(Right to
Buy)

Common
Stock

Reporting Owners

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

Signatures

/s/ John P. Clancy, Jr., attorney-in-fact for Marlene P.
Hoyt

08/15/2017

__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 1.3976 shares acquired through the Issuer's Dividend Reinvestment Plan on 6/7/2017.
- (2) Includes 46.5796 shares acquired through the Issuer's Dividend Reinvestment Plan on 6/1/2017
- (3) Exercise of an 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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