

BAUCHE DOUGLAS
Form 4
March 19, 2019

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 *
BAUCHE DOUGLAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
150 N. MERAMEC

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2019

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Credit Officer

CLAYTON, MO 63105

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/15/2019 | | M | 125 A \$ 0 | 5,063 | D | |
| Common Stock | 03/15/2019 | | F | 38 ⁽¹⁾ D \$ 43.14 | 5,025 | D | |
| Common Stock | | | | | 2,129 | I ⁽²⁾ | 401(K) Plan |

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

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number.

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 Security (Instr. 5 and 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Share Units | (3) | 03/15/2019 | | M | 125 | (4) (4) | Common Stock | 125 \$ C |
| Restricted Share Units | (5) | | | | | (6) (6) | Common Stock | 337 |
| Restricted Share Units | (5) | | | | | (7) (7) | Common Stock | 453 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAUCHE DOUGLAS 150 N. MERAMEC CLAYTON, MO 63105 | | | Chief Credit Officer | |

Signatures

/s/ Douglas
Bauche 03/19/2019

**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) Withholding of stock to satisfy tax withholding obligation on issuance of common stock.

(2)

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The reporting person holds units in the stock fund and the number of shares reported as indirectly held in the 401 (k) plan in this row is an estimate of the number of shares of the issuer's Common Stock held in the unitized stock fund and allocated to the reporting person's account.

- (3) The RSUs were granted pursuant to the Company's 2013 Stock Incentive Plan. Each RSU represents the right to receive one share of Common Stock, subject to adjustment as provided in the Grant Agreement.

- (4) The RSUs vest at a rate of 33% annually over three years, subject to continued employment of the reporting person. Vesting occurs on the anniversary date of the grant each year, with final vest occurring on March 15, 2019. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Common Stock.

- (5) The RSU's were granted pursuant to the Company's 2018 Stock Incentive Plan. Each RSU represents the right to receive one share of Common Stock, subject to adjustment as provided in the Grant Agreement.

- (6) The RSU's vest 100% in the first quarter of 2021, subject to continued employment by the reporting person.

- (7) The RSU's vest 100% in the first quarter of 2022, subject to continued employment by the reporting person.

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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