Edgar Filing: DUNCAN GEORGE L - Form 4

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Form 4	EURGEL										
March 22, 20	18										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							т	OMB APPROVAL			
	UNITED S	TATES		hington, l			NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed purson s Section 17(a)	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								January 31Expires:2009Estimated averageburden hours perresponse0.9	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> DUNCAN GEORGE L			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) C/O ENTER MERRIMAC	3. Date of Earliest Transaction (Month/Day/Year) 03/20/2018					X Director 10% Owner X Officer (give title Other (specify below) below) Chairman					
				If Amendment, Date Original iled(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 			
		7in)						Person			
(City) 1.Title of Security (Instr. 3)	(State) (2 2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if	3.	4. Securi nAcquired Disposed (Instr. 3,	ties l (A) o l of (D	or))	quired, Disposed o 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	f, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial	
Common Stock	03/20/2018			А	4,036	А	\$0	384,921	D		
Common Stock								18,445	Ι	By Wife	

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

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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. Transactic 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)				8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (Right to Buy)	\$ 34.33	03/20/2018		А	2,040	<u>(1)</u>	03/20/2028	Common Stock	2,040	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DUNCAN GEORGE L C/O ENTERPRISE BANCORP 222 MERRIMACK STREET LOWELL, MA 01852	Х		Chairman				
Signatures							
/s/ John P. Clancy, Jr. as attorney Duncan	03/22/2018						
**Signature of Report		Date					
Evaluation of Responses:							

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) 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 20, 2020.

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.