DUNN RYAN C Form 4 March 18, 2019

FORM 4

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

Check this box subject to

if no longer Section 16.

Form 4 or Form 5 obligations may continue. See Instruction 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(b).

(Last)

(City)

Stock

1. Name and Address of Reporting Person * **DUNN RYAN C**

(First)

(State)

C/O ENTERPRISE BANCORP.

2. Issuer Name and Ticker or Trading Symbol

ENTERPRISE BANCORP INC /MA/ [EBTC]

3. Date of Earliest Transaction

(Month/Day/Year) 03/15/2019

INC., 222 MERRIMACK STREET

(Middle)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title below)

EVP-Principal Subsidiary

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LOWELL, MA 01852

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S	Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	` ′	ispose	d of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
			(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(4)		Reported		
						(A)		Transaction(s)		
				C + V		or	ъ.	(Instr. 3 and 4)		
	~			Code V	Amount	(D)	Price			
(Common	03/15/2019		M	850	Α	\$	6,304.2447	D	
5	Stock	03/13/2019		1V1	830	A	16.25	<u>(1)</u> <u>(2)</u>	D	
	Common							39.4258 <u>(3)</u> <u>(4)</u>	I	By Children

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)

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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. Transacti Code (Instr. 8)	ransactionof ode Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 16.25	03/15/2019		M		850	03/20/2016	03/19/2019	Common Stock	850

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUNN RYAN C C/O ENTERPRISE BANCORP, INC.

222 MERRIMACK STREET EVP-Principal Subsidiary

LOWELL, MA 01852

Signatures

/s/ John P. Clancy, attorney-in-fact for Ryan C.
Dunn
03/18/2019

**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 22.3100 shares acquired through dividend reinvestment on 12/3/18.
- (2) Includes 26.7462 shares acquired through dividend reinvestment on 3/4/19.
- (3) Includes .1642 shares acquired through the dividend reinvestment plan on 12/3/18.
- (4) Includes .1971 shares acquired through the dividend reinvestment plan on 3/4/19.

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.

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