## Edgar Filing: MAIN RICHARD W - Form 4

MAIN RICHAR Form 4											
August 09, 2005	1	STATES	SECU	RITIES A	AND EX	CHANGI	E COMMISSION		PPROVAL		
Check this box				ashington				Number:	3235-0287		
if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES							Expires: Estimated burden hou response	urs per		
Form 5 obligations may continue. See Instruction 1(b). 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 Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> MAIN RICHARD W			2. Issue Symbol	er Name <b>and</b>	l Ticker or	Trading	5. Relationship of Reporting Person(s) to Issuer				
			ENTEI /MA/ [	RPRISE E EBTC]	BANCOR	RP INC	(Check all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)				
C/O ENTERPR INC, 222 MERI		08/03/2	2005			nt - Princ. Subsidiary					
				4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
LOWELL, MA	01852						Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible	Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	. Number	6. Date Exercisable and	7	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	f Derivative	Expiration Date	τ	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year) (Instr. 3 an		(Instr. 3 and	4)
				Code V	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 28.75	08/03/2005		А		7,000		08/03/2006 <u>(1)</u>	08/02/2013	Common Stock	7,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MAIN RICHARD W C/O ENTERPRISE BANCORP INC 222 MERRIMACK STREET LOWELL, MA 01852	Х		President - Princ. Subsidiary				
Signatures							
George L. Duncan as attorney-in-fact	08/0	9/2005					
**Signature of Reporting Person	D	ate					

## **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 vests as follows: 1,750 shares on 8/3/06; 1,750 shares on 8/3/07; 1,750 shares on 8/3/08 and 1,750 shares on 4/3/09.
- (2) Grant of option

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.