

ENTERPRISE FINANCIAL SERVICES CORP
 Form 4
 May 27, 2008

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 *
 EICHNER KEVIN C

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)
 05/22/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & CEO

ST. LOUIS, 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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/01/2008		A	78 A \$ 0	80,681	D	
Common Stock					1,061	I	401 (k) Plan ⁽¹⁾
Common Stock					9,101	I	EBSP III, LLC
Common Stock					349,650	I	MEH LLC
Common Stock	05/22/2008		X	82,905 A \$ 9.3	138,079	I	By Trust

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Common Stock	05/22/2008	X	5,000	A	\$ 15	143,079	I	By Trust
Common Stock	05/22/2008	X	5,000	A	\$ 11.75	148,079	I	By Trust
Common Stock	05/22/2008	X	58,209	A	\$ 13.4	206,288	I	By Trust
Common Stock	05/22/2008	F	46,074	D	\$ 0	160,214	I	By Trust

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 11.75	05/22/2008		X	5,000	10/01/2004 ⁽²⁾	07/01/2011	Common Stock
Incentive Stock Option (right to buy)	\$ 15	05/22/2008		X	5,000	10/01/2004 ⁽²⁾	09/01/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.4	05/22/2008		X	58,209	10/01/2004 ⁽²⁾	05/13/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.3	05/22/2008		X	82,905	10/01/2004 ⁽²⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.97					11/14/2008 ⁽³⁾	11/14/2015	Common Stock
Non-Qualified Stock Option	\$ 32.99					11/14/2009 ⁽³⁾	11/14/2016	Common Stock

(right to buy)

Restricted Share Units	<u>(4)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock
Stock Settled					
Stock Appreciation Rights	\$ 25.63		12/15/2007 ⁽⁶⁾	06/15/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.04		11/14/2010 ⁽³⁾	11/14/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EICHNER KEVIN C 150 N. MERAMEC ST. LOUIS, MO 63105			President & CEO	

Signatures

Kevin Eichner 05/27/2008
 Signature of Date
Reporting Person

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).
- The reporting person hold units in the stock fund and the shares reported as indirectly held in the 401 (k) plan in this row is an estimate of
- (1) the number of shares of the issuer's Common Stock held in the unitized stock fund and allocated to the reporting person's account as of 3/31/08.
 - (2) Effective 10/01/2004 the Board fully vested the outstanding employee and Director stock options.
 - (3) Options vest 33% per year for three years
 - (4) Each RSU represents the right to receive one share of Common Stock, subject to adjustment as provided in the Grant Agreement.
- The RSUs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on
- (5) December 15 of each year, commencing in the calendar year of the grant. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Common Stock.
- Each SSAR consists of the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of
- (6) common stock on the date of exercise over the exercise price of the SSAR. The SSARs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2007.

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.