

ENTERPRISE BANCORP INC /MA/
Form 3
March 30, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GALLAGHER MICHAEL JOHN | | (Month/Day/Year) 03/23/2015 | ENTERPRISE BANCORP INC /MA/ [EBTC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| C/O ENTERPRISE BANCORP, INC.,Â 222 MERRIMACK STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP-Principal Subsidiary | |
| LOWELL,Â MAÂ 01852 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,710.0447 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|---|
| Stock Option (Right to Buy) | Â (1) | 03/14/2018 | Common Stock | 313 | \$ 14.85 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 03/19/2019 | Common Stock | 425 | \$ 16.25 | D | Â |
| Stock Option (Right to Buy) | Â (3) | 03/18/2023 | Common Stock | 900 | \$ 16.43 | D | Â |
| Stock Option (Right to Buy) | Â (4) | 03/17/2024 | Common Stock | 826 | \$ 20.29 | D | Â |
| Stock Option (Right to Buy) | Â (5) | 03/16/2025 | Common Stock | 485 | \$ 21.03 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GALLAGHER MICHAEL JOHN C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852 | Â | Â | Â EVP-Principal Subsidiary | Â |

Signatures

/s/ John P. Clancy, Jr. as attorney-in-fact for Michael John Gallagher 03/30/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 at 25% per year on the anniversary date of the grant date with the first installment vesting on 3/16/12. Options are fully vested.
- (2) Options vest at 25% per year on the anniversary date of the grant with the first installment vesting on 3/20/13. Options will be fully vested on 3/20/16.
- (3) Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment vests on March 19, 2015.
- (4) Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment vests on March 18, 2016.
- (5) Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment vests on March 17, 2017.

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.