

DUNCAN GEORGE L  
Form 5  
February 14, 2007

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
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) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2006

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

C/O ENTERPRISE BANCORP  
INC, 222 MERRIMACK STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

LOWELL, MA 01852

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------|--|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) Amount  | (D) Price |  |  |  |                                   |
| Common Stock                    | 12/14/2006                           | Â  | G                              | 547   | D \$0     | 315,575 <sup>(1)</sup><br><sub>(2) (3) (4) (5)</sub> | D  | Â  |                                   |
| Common Stock                    | 12/28/2006                           | Â  | G                              | 2,322   | D \$0     | 313,253  | D  | Â  |                                   |
| Common Stock                    | 12/28/2006                           | Â  | G                              | 2,322   | A \$0     | 39,092 <sup>(1)</sup>                                | I  | By Wife  |                                   |

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

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SEC 2270  
(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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Number of Shares              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| DUNCAN GEORGE L<br>C/O ENTERPRISE BANCORP INC<br>222 MERRIMACK STREET<br>LOWELL, MA 01852 | Â X           | Â         | Â Chief Executive Officer | Â     |

## Signatures

/s/ George L. Duncan 02/14/2007

\*\*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) Adjusted to reflect the 2-for-1 stock split by Enterprise Bancorp Inc. on June 30, 2006.
- (2) Includes 106 shares of Common Stock acquired under the Issuer's dividend reinvestment plan on 9/1/06.
- (3) Includes 110 shares of Common Stock acquired under the Issuer's dividend reinvestment plan on 12/1/06.
- (4) Figure reflects reduction in ownership amount by .9917 due to adjustment by broker.
- (5) Figure reflects reduction in ownership amount by 303 share due to an additional 303 shares being delivered in connection with the stock split pursuant to a sale made by Mr. Duncan on 6/13/06.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.