

Hoyt Marlene P  
Form 4  
March 21, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Hoyt Marlene P

2. Issuer Name and Ticker or Trading Symbol  
ENTERPRISE BANCORP INC  
/MA/ [EBTC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director      \_\_\_\_ 10% Owner  
 Officer (give title below)      \_\_\_\_ Other (specify below)  
EVP-Principal Subsidiary

(Last)      (First)      (Middle)  
  
C/O ENTERPRISE BANCORP,  
INC., 222 MERRIMACK STREET  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/19/2019

LOWELL, MA 01852

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 Ownership (Instr. 4)
Common Stock	03/19/2019		A	V      A	Amount      Price 783      \$ 0	19,896.047 <sup>(1)</sup> <u>(2)</u> <u>(3)</u> <u>(4)</u>	D

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

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SEC 1474  
(9-02)

**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. 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 or Value of Underlying Securities (Instr. 3 and 4)
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Option (Right to Buy)	\$ 29.84	03/19/2019		A	475	<u>(5)</u>	03/19/2029	Common Stock	475	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hoyt Marlene P  
 C/O ENTERPRISE BANCORP, INC.  
 222 MERRIMACK STREET  
 LOWELL, MA 01852

EVP-Principal Subsidiary

## Signatures

/s/ John P. Clancy, Jr., attorney-in-fact for Marlene P. Hoyt

03/21/2019

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 51.0655 shares acquired through the Issuer's Dividend Reinvestment Plan on 12/3/2018.
- (2) Includes 61.2190 shares acquired through the Issuer's Dividend Reinvestment Plan on 3/4/2019.
- (3) Includes 1.3673 shares acquired through the Issuer's Employee Stock Purchase Plan on 12/3/2018.
- (4) Includes 1.6587 shares acquired through the Issuer's Employee Stock Purchase Plan on 3/4/2019.
- (5) Options vest 50% on the second anniversary date of the grant and 50% on the fourth anniversary date of the grant. The first installment vests on March 19, 2021.

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.