

ENTERPRISE BANCORP INC /MA/
Form 4
November 23, 2009

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 *
PUTZIGER MICHAEL T

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. Date of Earliest Transaction (Month/Day/Year)
11/19/2009

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

C/O ENTERPRISE BANCORP, INC., 222 MERRIMACK STREET

(Street)

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

LOWELL, MA 01852

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/19/2009 | | P | 36,000 (1) | \$ 10.85 (2) (3) (4) (6) (7) (8) (5) | D | |
| Common Stock | | | | | 936.5407 (9) (10) (11) (12) (13) (14) | I | By wife |
| Common Stock | 11/19/2009 | | P | 184 (1) | \$ 10.85 (15) (16) (17) (18) (19) (20) | I | By trust for granddaughter |

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

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.

SEC 1474
(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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PUTZIGER MICHAEL T C/O ENTERPRISE BANCORP, INC. 222 MERRIMACK STREET LOWELL, MA 01852 | X | | | |

Signatures

/s/ Richard W. Main as attorney-in-fact for Michael T. Putziger 11/23/2009

__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) Shares were acquired upon exercise of subscription rights, including exercise of oversubscription opportunity, under the Issuer's shareholder rights offering.
- (2) Includes 416.9532 shares acquired through the Issuer's dividend reinvestment plan on 6/2/08.
- (3) Includes 447.2275 shares acquired through the Issuer's dividend reinvestment plan on 9/2/08.
- (4) Includes 537.8122 shares acquired through the Issuer's dividend reinvestment plan on 12/1/08.
- (5) Includes 651.5545 shares acquired through the Issuer's dividend reinvestment plan on 3/2/09.
- (6) Includes 468.1405 shares acquired through the Issuer's dividend reinvestment plan on 6/1/09.

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- (7) Includes 424.6537 shares acquired through the Issuer's dividend reinvestment plan on 9/1/09.
- (8) Includes 0.8528 shares disposed of through the Issuer's dividend reinvestment plan on 10/1/09.
- (9) Includes 6.3088 shares acquired through the Issuer's dividend reinvestment plan on 6/2/08.
- (10) Includes 6.7663 shares acquired through the Issuer's dividend reinvestment plan on 9/2/08.
- (11) Includes 8.1369 shares acquired through the Issuer's dividend reinvestment plan on 12/1/08.
- (12) Includes 9.8580 shares acquired through the Issuer's dividend reinvestment plan on 3/2/09.
- (13) Includes 7.0832 shares acquired through the Issuer's dividend reinvestment plan on 6/1/09.
- (14) Includes 6.425014 shares acquired through the Issuer's dividend reinvestment plan on 9/1/09.
- (15) Includes 1.5253 shares acquired through the Issuer's dividend reinvestment plan on 6/2/08.
- (16) Includes 1.6363 shares acquired through the Issuer's dividend reinvestment plan on 9/2/08.
- (17) Includes 1.9680 shares acquired through the Issuer's dividend reinvestment plan on 12/1/08.
- (18) Includes 2.3841 shares acquired through the Issuer's dividend reinvestment plan on 3/2/09.
- (19) Includes 1.7132 shares acquired through the Issuer's dividend reinvestment plan on 6/1/09.
- (20) Includes 1.5539 shares acquired through the Issuer's dividend reinvestment plan on 9/1/09.

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.