

IRISH STEPHEN J  
Form 4  
December 31, 2009

**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 \*  
IRISH STEPHEN J

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)

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

EVP - Principal Subsidiary

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 05/15/2009                           |  | G                              | V 200 D \$ 0  | 10,000 <sup>(4)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 16,256  | I  | by Trust  |
| Common Stock                    | 08/31/2009                           |  | G                              | V 6,775 D \$ 0  | 5,000 <sup>(1)</sup>  | D  |   |
| Common Stock                    | 08/31/2009                           |  | G                              | V 250 A \$ 0  | 16,506  | I  | by Trust  |
| Common Stock                    | 08/31/2009                           |  | G                              | V 6,775 A \$ 0  | 23,281  | I  | by Trust  |

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|              |            |   |              |   |             |            |   |          |
|--------------|------------|---|--------------|---|-------------|------------|---|----------|
| Common Stock | 11/19/2009 | P | 2,305<br>(2) | A | \$<br>10.85 | 23,652 (3) | I | by Trust |
| Common Stock |            |   |              |   |             | 5,000      | D |          |

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

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**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 Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| IRISH STEPHEN J<br>C/O ENTERPRISE BANCORP INC<br>222 MERRIMACK STREET<br>LOWELL, MA 01852 |               |           | EVP - Principal Subsidiary |       |

## Signatures

/s/ Stephen J. Irish  
12/31/2009  
Date

\*\*Signature of 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).

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- (1) This balance includes transactions reported on Form 4s filed on 5/27/09, 6/18/09 and 6/19/09. The transactions included total sales of 300 shares and a net acquisition of 2,075 shares from a stock option exercise.
- (2) Shares were acquired upon exercise of subscription rights, including exercise of oversubscription opportunity, under the Issuer's shareholder rights offering.
- (3) This balance includes transactions reported on Form 4s filed on 9/18/09 and 9/21/09 for total sales of 1,934 shares.
- (4) This balance includes acquisition of 5,000 shares reported on a Form 4 filed on 3/19/09.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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