

ENTERPRISE BANCORP INC /MA/

Form 3

April 12, 2011

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â SILVA DIANE J

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/28/2011

3. Issuer Name and Ticker or Trading Symbol

ENTERPRISE BANCORP INC /MA/ [EBTC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP - Principal Subsidiary

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O ENTERPRISE BANCORP,
INC.,Â 222 MERRIMACK
STREET

(Street)

LOWELL,Â MAÂ 01852

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

54,192.3732

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
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	08/02/2013	Common Stock	6,500	\$ 14.375	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	03/06/2014	Common Stock	2,750	\$ 16.5	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	03/17/2015	Common Stock	2,500	\$ 12.75	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	03/16/2016	Common Stock	1,000	\$ 8.75	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	03/15/2017	Common Stock	1,500	\$ 12.51	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	03/14/2018	Common Stock	1,500	\$ 14.85	D	Â

Reporting Owners

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

Signatures

/s/ Diane J. Silva 04/12/2011

 Date
**Signature of
Reporting Person

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 of the grant date with the first installment vesting on 8/3/06. Options are fully vested.
- (2) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/7/08. Options are fully vested.
- (3) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/18/09. Options will be fully vested on 3/18/12.
- (4) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/17/10. Options will be fully vested on 3/17/13.
- (5) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/16/11. Options will be fully vested on 3/16/14.
- (6) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/15/12. Options will be fully vested on 3/15/15.

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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