

ENTERPRISE BANCORP INC /MA/

Form 4

February 08, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAIN RICHARD W

(Last) (First) (Middle)

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

(Street)

LOWELL, MA 01852

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President - Princ. Subsidiary

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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	09/08/2006		G	V 155 D \$ 0	201,102 ^{(1) (2)} _{(3) (4) (5)}	D	
Common Stock	10/03/2006		G	V 500 D \$ 0	200,602	D	
Common Stock	02/07/2007		M	11,000 A \$ 4.5	211,775 ⁽⁶⁾	D	

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.5	02/07/2007		M	11,000	07/02/2001 07/01/2007	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAIN RICHARD W C/O ENTERPRISE BANCORP INC 222 MERRIMACK STREET LOWELL, MA 01852	X President - Princ. Subsidiary

Signatures

/s/ Richard Main 02/08/2007

**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) Figure reflects reduction in ownership amount by .6835 as previously reported by Mr. Main due to adjustment by broker.
- (2) Includes 84 shares of Common Stock acquired under the Issuer's dividend reinvestment plan on 3/1/06.
- (3) Includes 80 shares of Common Stock acquired under the Issuer's dividend reinvestment plan on 6/1/06.
- (4) Adjusted to reflect the 2-for-1 stock split by Enterprise Bancorp Inc. on 6/30/06.
- (5) Includes 167 shares of Common Stock acquired under the Issuer's dividend reinvestment plan on 9/1/06.
- (6) Includes 173 shares of Common Stock acquired under the Issuer's dividend reinvestment plan on 12/1/06.

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.