

ENTERPRISE BANCORP INC /MA/
 Form 3
 April 30, 2009

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

OMB APPROVAL

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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 * Szablak Chester J JR (Last) (First) (Middle) C/O ENTERPRISE BANCORP, INC., 222 MERRIMACK STREET (Street) LOWELL, MA 01852 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/21/2009 | 3. Issuer Name and Ticker or Trading Symbol ENTERPRISE BANCORP INC /MA/ [EBTC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP - Principal Subsidiary | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | 9,947.4841 | D | ^ |

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

SEC 1473 (7-02)

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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 Derivative | 5. 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> | 06/06/2009 | Common Stock | 4,000 | \$ 9.11 | D | Â |
| Stock Option (Right to Buy) | Â <u>(2)</u> | 12/31/2010 | Common Stock | 4,000 | \$ 15.34 | D | Â |
| Stock Option (Right to Buy) | Â <u>(3)</u> | 08/02/2013 | Common Stock | 6,500 | \$ 14.375 | D | Â |
| Stock Option (Right to Buy) | Â <u>(4)</u> | 03/06/2014 | Common Stock | 3,000 | \$ 16.5 | D | Â |
| Stock Option (Right to Buy) | Â <u>(5)</u> | 03/17/2015 | Common Stock | 3,500 | \$ 12.75 | D | Â |
| Stock Option (Right to Buy) | Â <u>(6)</u> | 03/16/2016 | Common Stock | 2,000 | \$ 8.75 | D | Â |

Reporting Owners

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

Signatures

/s/ Chester J. Szablak, Jr. 04/30/2009

**Signature of Reporting Person Date

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 6/7/03. Options are fully vested.
- (2) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 1/2/05. Options are fully vested.
- (3) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 8/3/06. Options will be fully vested on 8/3/09.
- (4) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/7/08. Options will be fully vested on 3/7/11.
- (5) 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.
- (6) 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.

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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