

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

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2009  
 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 \*  
**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	(A) Amount \$ 36,000 (1)	97,938 (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	(A) Amount \$ 184 (1)	410.4874 (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.

Edgar Filing: ENTERPRISE BANCORP INC /MA/ - Form 4

- (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.