

ENTERPRISE BANCORP INC /MA/
 Form 3
 March 30, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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 * ^ Rayno Peter (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) 03/23/2015	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
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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	5,414.9288	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>	03/16/2016	Common Stock	1,000	\$ 8.75	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	03/15/2017	Common Stock	1,000	\$ 12.51	D	Â
Stock Option (Right to Buy)	Â <u>(3)</u>	03/14/2018	Common Stock	750	\$ 14.85	D	Â
Stock Option (Right to Buy)	Â <u>(4)</u>	03/19/2019	Common Stock	850	\$ 16.25	D	Â
Stock Option (Right to Buy)	Â <u>(5)</u>	03/18/2023	Common Stock	900	\$ 16.43	D	Â
Stock Option (Right to Buy)	Â <u>(6)</u>	03/17/2024	Common Stock	852	\$ 20.29	D	Â
Stock Option (Right to Buy)	Â <u>(7)</u>	03/16/2025	Common Stock	485	\$ 21.03	D	Â

Reporting Owners

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

Signatures

/s/ John P. Clancy, Jr. as attorney-in-fact for Peter Rayno 03/30/2015

**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 3/17/10. Options are fully vested.
- (2) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/16/11. Options are fully vested.
- (3) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/15/12. Options are fully vested.
- (4) Options vest at 25% per year on the anniversary of the grant date with the first installment vesting on 3/20/13. Options will be fully vested on 3/20/16.
- (5) Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment vests on March 19, 2015.
- (6) Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment vests on March 18, 2016.

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- (7) Options vest 50% on the second anniversary of the grant date and 50% on the fourth anniversary of the grant date. The first installment vests on March 17, 2017.

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.