

ENTERPRISE FINANCIAL SERVICES CORP

Form 4

December 19, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAUCHE DOUGLAS

2. Issuer Name **and** Ticker or Trading
Symbol
**ENTERPRISE FINANCIAL
SERVICES CORP [EFSC]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
150 N. MERAMEC

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2016

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Credit Officer

CLAYTON, MO 63105

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

(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	12/15/2016		M	1,838 A \$ 0	1,928	D	
Common Stock	12/15/2016		F	614 D \$ 40.9	1,314	D	
Common Stock					1,904	I ⁽¹⁾	401(K) Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

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)	8. Pr Dep Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(2)	12/15/2016		M	1,838	(3)	(3)	Common Stock	1,838
Restricted Share Units	(4)					(5)	(5)	Common Stock	376

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAUCHE DOUGLAS 150 N. MERAMEC CLAYTON, MO 63105			Chief Credit Officer	

Signatures

/s/ Douglas
Bauche 12/19/2016

**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).

- The reporting person holds units in the stock fund and the number of shares reported as indirectly held in the 401 (k) plan in this row is an
- (1) estimate of the number of shares of the issuer's Common Stock held in the unitized stock fund and allocated to the reporting person's account.
 - (2) The RSUs were granted pursuant to the Company's 2002 Stock Incentive Plan. Each RSU represents the right to receive one share of Common Stock, subject to adjustment as provided in the Grant Agreement.
 - (3) Vesting occurs on December 15, 2016 and 2017, subject to continued employment of the reporting person. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Common Stock.

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- (4) The RSUs were granted pursuant to the Company's 2013 Stock Incentive Plan. Each RSU represents the right to receive one share of Common Stock, subject to adjustment as provided in the Grant Agreement.

- The RSUs vest at a rate of 33% annually over three years, subject to continued employment of the reporting person. Vesting occurs on the anniversary date of the grant each year, with final vest occurring on March 15, 2019. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Common Stock.

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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