## Edgar Filing: ENTERPRISE FINANCIAL SERVICES CORP - Form 4

#### ENTERPRISE FINANCIAL SERVICES CORP

Form 4

December 17, 2013

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

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Goodman Scott Richard			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)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify below)		
150 N. MERAMEC			12/13/2013	President		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
ST. LOUIS, N	MO 63105		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owned		

(511)	(State)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	<b>(</b> )	,
Common Stock	12/13/2013		M	1,522	A	\$ 0	28,956	D	
Common Stock	12/13/2013		F	509	D	\$ 19.09	28,447	D	
Common Stock							4,296	I	401(k) Plan (1)

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

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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. Transactic Code (Instr. 8)	5. Number of Deriva Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	vative Expiration Date Underly ies (Month/Day/Year) (Instr. 3 ed ed of		Expiration Date		nd Amou ng Securi nd 4)	
				Code V	(A) (I	<b>)</b> )	Date Exercisable	Expiration Date	Title	Amo or Num of Shar	
Restricted Share Units	\$ 0 (2)	12/13/2013		M	1,5	522	(3)	(3)	Common Stock	1,5	
Stock Settled Stock Appreciation Rights	\$ 25.63						12/15/2007(4)	06/15/2017	Common Stock	5,^	
Stock Settled Stock Appreciation Rights	\$ 20.63						12/15/2008(5)	06/13/2018	Common Stock	7,5	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
Goodman Scott Richard 150 N. MERAMEC			President					
ST. LOUIS, MO 63105								

## **Signatures**

/s/ Scott Richard
Goodman

\*\*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 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.

Reporting Owners 2

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- (2) 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 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on (3) December 15 of each year, commencing in the calendar year of the grant. On each vesting date, for each RSU vesting on such date, the reporting person will receive one share of Common Stock.
- Each SSAR consists of the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR. The SSARs vest at a rate of 20% annually over five years, subject to continued employement of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2007.
- Each SSAR consists of the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR. The SSARs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on December 15 of each year, commencing December 15, 2008.

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.