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ENTERPRISE FINANCIAL SERVICES CORP

Form 4

January 29, 2016

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.

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

response...

See Instruction 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]	Relationship of Reporting Person(s) to suer (Check all applicable)		
(Last) 150 N. MERA	(First) MEC	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/27/2016	Director 10% Owner _X_ Officer (give title Other (specify below) President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
ST. LOUIS, MO 63105				Form filed by More than One Reporting Person		

(City)	(State)	Zip) 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/27/2016		A(1)	4,066	A	\$ 0	36,798	D	
Common Stock	01/27/2016		F	1,537 (2)	D	\$ 26.36	35,261	D	
Common Stock	01/27/2016		A(1)	5,700	A	\$ 0	40,961	D	
Common Stock	01/27/2016		F	1,879 (2)	D	\$ 26.36	39,082	D	
Common Stock							4,306	I	401(k) Plan (3)

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	\$ 0 (4)					<u>(5)</u>	<u>(5)</u>	Common Stock	3,046
Stock Settled Stock Appreciation Rights	\$ 25.63					12/15/2007(6)	06/15/2017	Common Stock	5,753
Stock Settled Stock Appreciation Rights	\$ 20.63					12/15/2008(7)	06/13/2018	Common Stock	7,500

Reporting Owners

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

Signatures

Person

/s/ Scott Richard Goodman	01/29/2016		
**Signature of Reporting	Date		

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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) The shares of common stock were awarded pursuant to the Company's 2013 Stock Incentive Plan.
- (2) Withholding of stock to satisfy tax withholding obligation on issuance of common stock.
- 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.
- (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 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on (5) 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.