

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-12-31**
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REPORTING OWNER

SANFILIPPO FRANK H

CIK: **1096117**

Type: **5** | Act: **34** | File No.: **001-15373** | Film No.: **13525059**

Mailing Address

*11901 OLIVE BOULEVARD
ST LOUIS MO 63141*

ISSUER

ENTERPRISE FINANCIAL SERVICES CORP

CIK: **1025835** | IRS No.: **431706259** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **6022** State commercial banks

Mailing Address

*150 NORTH MERAMEC
150 NORTH MERAMEC
CLAYTON MO 63105*

Business Address

*150 NORTH MERAMEC
150 NORTH MERAMEC
CLAYTON MO 63105
3147255500*

FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | |
|--|---------|----------|---|--|---|--|--|
| 1. Name and Address of Reporting Person SANFILIPPO FRANK H | | | 2. Issuer Name and Ticker or Trading Symbol ENTERPRISE FINANCIAL SERVICES CORP [EFSC] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP & CFO | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012 | | | | |
| 150 N. MERAMEC | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| (Street) ST. LOUIS, MO 63105 | | | | | | | |
| (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | 11,074 | D | |
| Common Stock | | | | | | | 1,935 | I | 401 (k) Plan ⁽¹⁾ |
| Common Stock | | | | | | | 16,576 | I | By Trust |
| Common Stock | | | | | | | 6,360 | I | Ira |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|--|--|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Non Qualified Stock Option | \$13.4 | | | | | | 10/01/2004 ⁽²⁾ | 05/13/2013 | Common Stock | 11,194 | 11,194 | D | |

| | | | | | | | | | | | | | |
|---|---------|--|--|--|--|---------------------------|------------|--------------|--------|--|--------|---|--|
| (Right to Buy) | | | | | | | | | | | | | |
| Restricted Share Units | | | | | | (4) | (4) | Common Stock | 6,771 | | 6,771 | D | |
| Stock Settled Stock Appreciation Rights | \$25.63 | | | | | 12/15/2007 ⁽⁵⁾ | 06/15/2017 | Common Stock | 8,843 | | 8,843 | D | |
| Stock Settled Stock Appreciation Rights | \$20.63 | | | | | 12/15/2008 ⁽⁶⁾ | 06/13/2018 | Common Stock | 5,000 | | 5,000 | D | |
| Stock Settled Stock Appreciation Rights | \$21.49 | | | | | 09/24/2009 ⁽⁷⁾ | 09/24/2018 | Common Stock | 36,000 | | 36,000 | D | |

Explanation of Responses:

1. 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.
2. Effective 10/01/2004 the Board fully vested the outstanding employee and Director stock options.
3. 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.
4. The RSUs 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 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.
5. 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, 2007.
6. 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.
7. 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 September 24 of each year, commencing September 24, 2009.

Signatures

s/s Frank H. Sanfilippo

** Signature of Reporting Person

01/11/2013

Date

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

* 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).

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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