

# 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

#### **BENOIST PETER**

CIK: **1195552**

Type: **5** | Act: **34** | File No.: **001-15373** | Film No.: **13525074**

Mailing Address  
*150 NORTH MERAMEC  
CLAYTON MO 63105*

### 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 <b>BENOIST PETER</b>			2. Issuer Name and Ticker or Trading Symbol <b>ENTERPRISE FINANCIAL SERVICES CORP [EFSC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>		<b>President &amp; CEO</b>		
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) <b>ST. LOUIS, MO 63105</b>							
(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						24,210	D	
Common Stock						1,175	I (1)	401 (k) Plan
Common Stock						163,028	I	By Trust

**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 (Right to Buy)	\$13.4						10/01/2004 (2)	05/13/2013	Common Stock	37,313	37,313	D	

Non Qualified Stock Option (Right to Buy)	\$22.73					01/05/2009 <sup>(3)</sup>	01/05/2016	Common Stock	3,850		3,850	D	
Non Qualified Stock Option (Right to Buy)	\$30.17					01/05/2010 <sup>(3)</sup>	01/05/2017	Common Stock	2,900		2,900	D	
Non Qualified Stock Option (Right to Buy)	\$22.9					01/05/2011 <sup>(3)</sup>	01/05/2018	Common Stock	3,970		3,970	D	
Stock Settled Stock Appreciation Rights	\$25.63					12/15/2007 <sup>(4)</sup>	06/15/2017	Common Stock	16,508		16,508	D	
Stock Settled Stock Appreciation Rights	\$20.63					12/15/2008 <sup>(5)</sup>	06/13/2018	Common Stock	43,178		43,178	D	
Stock Settled Stock Appreciation Rights	\$21.49					09/24/2009 <sup>(6)</sup>	09/24/2018	Common Stock	50,000		50,000	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. Options vest 33% per year for three years
4. 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.
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, 2008.
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 33% annually over three years, subject to continued employment of the reporting person. Vesting occurs on September 24 of each year, commencing September 24, 2009.

#### Signatures

/s/ Peter Benoist

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**