

HANSON LINDA  
Form 5  
January 15, 2009

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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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1. Name and Address of Reporting Person \*  
HANSON LINDA

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. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President

150 N. MEREMAC

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

ST. LOUIS, MO 63105

\_\_\_\_X\_\_\_\_ 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 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                    | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 12,875                                                                                     | D                                                        | Â                                                     |
| Common Stock                    | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 13,915                                                                                     | I                                                        | Custodian for Children                                |
| Common Stock                    | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 43,472 <sup>(1)</sup>                                                                      | D                                                        | Â                                                     |
| Common                          | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â     | 8,500                                                                                      | I                                                        | Self-IRA                                              |

## Stock

|                 |   |   |   |   |   |   |       |   |                                |
|-----------------|---|---|---|---|---|---|-------|---|--------------------------------|
| Common<br>Stock | Â | Â | Â | Â | Â | Â | 1,278 | I | 401 (k)<br>Plan <sup>(2)</sup> |
|-----------------|---|---|---|---|---|---|-------|---|--------------------------------|

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

**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 control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                               | Date Exercisable<br>Expiration Date                            | Title<br>Amount<br>or<br>Number<br>of S                        |
| Restricted<br>Share Units                           | Â                                                                     | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | Â <sup>(4)</sup> Â <sup>(4)</sup>                              | Common<br>Stock 2,3                                            |
| Stock Settled<br>Stock<br>Appreciation<br>Rights    | \$ 25.63                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 12/15/2007 <sup>(5)</sup> 06/15/2017                           | Common<br>Stock 9,4                                            |
| Stock Settled<br>Stock<br>Appreciation<br>Rights    | \$ 20.63                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 12/15/2008 <sup>(6)</sup> 06/13/2018                           | Common<br>Stock 11,                                            |
| Stock Settled<br>Stock<br>Appreciation<br>Rights    | \$ 15.95                                                              | Â                                       | Â                                                           | Â                                       | Â Â                                                                                                                   | 07/07/2009 <sup>(7)</sup> 07/07/2018                           | Common<br>Stock 36,                                            |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |             |       |
|-------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                       | Director      | 10% Owner | Officer     | Other |
| HANSON LINDA<br>150 N. MEREMAC<br>ST. LOUIS, MO 63105 | Â             | Â         | Â President | Â     |

## Signatures

Linda M.  
Hanson

01/14/2009

\_\_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).

(1) These shares are held jointly with spouse.

The reporting person hold units in the stock fund and the shares reported as indirectly held in the 401 (k) plan in this row is an estimate of

(2) the number of shares of the issuer's Common Stock held in the unitized stock fund and allocated to the reporting person's account as of 12/31/08.

(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.

The RSUs vest at a rate of 20% annually over five years, subject to continued employment of the reporting person. Vesting occurs on

(4) 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

(5) 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.

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

(6) 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.

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

(7) 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 July 7 of each year, commencing July 7, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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