

BOSTON PRIVATE FINANCIAL HOLDINGS INC  
 Form 4  
 May 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 THOMPSON MARK D

2. Issuer Name and Ticker or Trading Symbol  
 BOSTON PRIVATE FINANCIAL HOLDINGS INC [BPFH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/20/2015

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

BOSTON PRIVATE FINANCIAL HOLDINGS, INC., TEN POST OFFICE SQUARE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOXFORD, MA 01921

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	05/15/2015		M	V	20,469 (1)	A	\$ 12.43	483,429	D	
Common Stock	05/15/2015		F		9,593 (2)	D	\$ 12.43	473,836	D	
Common Stock	05/15/2015		F		9,641 (3)	D	\$ 12.43	464,195	D	
Common Stock	05/15/2015		A		16,058 (4)	A	\$ 12.43	480,253	D	

Edgar Filing: BOSTON PRIVATE FINANCIAL HOLDINGS INC - Form 4

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.**

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. 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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Performance Shares	\$ 9.82 <sup>(5)</sup>	05/15/2015		M	20,469	<sup>(1)</sup> / <sup>(1)</sup>	Common Stock	20,469
Performance Shares	\$ 9.82 <sup>(5)</sup>	03/20/2015		D	10,081	<sup>(6)</sup> / <sup>(6)</sup>	Common Stock	10,081
Performance Shares	\$ 12.43	05/15/2015		A	24,088	<sup>(7)</sup> / <sup>(7)</sup>	Common Stock	24,088

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON MARK D BOSTON PRIVATE FINANCIAL HOLDINGS, INC. TEN POST OFFICE SQUARE BOXFORD, MA 01921	X		President	

## Signatures

/s/ Margaret W. Chambers, attorney-in-fact for Mr. Thompson

05/19/2015

\*\*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 represent the vested performance shares for the 2012-2014 performance period. The Reporting Person earned 65% of the targeted performance shares based on return on average common equity performance.
- (2) Forfeiture of shares to satisfy tax obligations related to restricted shares that were granted to Reporting Person on May 15, 2012 and vested on May 15, 2015.

Edgar Filing: BOSTON PRIVATE FINANCIAL HOLDINGS INC - Form 4

- (3) Forfeiture of shares to satisfy tax obligations related to performance shares that were granted to Reporting Person on May 15, 2012 and vested on May 15, 2015.
- (4) This grant of restricted stock vest May 15, 2018.
- (5) May 15, 2012 close price - 30 day share price (30 day trailing trading days from April 15, 2012).
- (6) These represent forfeited performance shares for the 2012-2014 performance period. The Reporting Person earned 65% of the targeted performance shares based on return of common equity performance.
- (7) Performance shares vest based on the Company's performance for the period January 1, 2015 through December 31, 2017.

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.