

THOMPSON MARK D  
Form 4  
May 25, 2011

**FORM 4**

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

OMB APPROVAL

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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)  
TEN POST OFFICE SQUARE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/23/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
CEO - BPFH Private Banking

BOSTON, MA 02109

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

(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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/23/2011		P	1,972 A \$ 6.42	331,953	D	
Common Stock	05/23/2011		P	800 A \$ 6.425	332,753	D	
Common Stock	05/23/2011		P	100 A \$ 6.4289	332,853	D	
Common Stock	05/23/2011		P	300 A \$ 6.4292	333,153	D	
Common Stock	05/23/2011		P	200 A \$ 6.4293	333,353	D	

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Common Stock	05/23/2011	P	161	A	\$ 6.4299	333,514	D
Common Stock	05/23/2011	P	7,886	A	\$ 6.43	341,400	D
Common Stock	05/23/2011	P	1,500	A	\$ 6.435	342,900	D
Common Stock	05/23/2011	P	135	A	\$ 6.4385	343,035	D
Common Stock	05/23/2011	P	100	A	\$ 6.4389	343,135	D
Common Stock	05/23/2011	P	200	A	\$ 6.4398	343,335	D
Common Stock	05/23/2011	P	6,681	A	\$ 6.44	350,016	D
Common Stock	05/23/2011	P	1,100	A	\$ 6.445	351,116	D
Common Stock	05/23/2011	P	100	A	\$ 6.4485	351,216	D
Common Stock	05/23/2011	P	100	A	\$ 6.4487	351,316	D
Common Stock	05/23/2011	P	100	A	\$ 6.4488	351,416	D
Common Stock	05/23/2011	P	200	A	\$ 6.4495	351,616	D
Common Stock	05/23/2011	P	100	A	\$ 6.4496	351,716	D
Common Stock	05/23/2011	P	200	A	\$ 6.4497	351,916	D
Common Stock	05/23/2011	P	600	A	\$ 6.4498	352,516	D
Common Stock	05/23/2011	P	100	A	\$ 6.4499	352,616	D
Common Stock	05/23/2011	P	5,719	A	\$ 6.45	358,335	D
Common Stock	05/23/2011	P	600	A	\$ 6.455	358,935	D
Common Stock	05/23/2011	P	100	A	\$ 6.4589	359,035	D
Common Stock	05/23/2011	P	100	A	\$ 6.4591	359,135	D
	05/23/2011	P	200	A		359,335	D

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Common Stock						\$ 6.4592		
Common Stock	05/23/2011		P	100	A	\$ 6.4596	359,435	D
Common Stock	05/23/2011		P	100	A	\$ 6.4599	359,535	D
Common Stock	05/23/2011		P	7,700	A	\$ 6.46	367,235	D
Common Stock	05/23/2011		P	900	A	\$ 6.465	368,135	D

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

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**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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON MARK D TEN POST OFFICE SQUARE BOSTON, MA 02109			CEO - BPFH Private Banking	

## Signatures

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

05/25/2011

\_\_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).

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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