

Higgins Martha
Form 4/A
June 20, 2011

FORM 4

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

OMB APPROVAL

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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 *
Higgins Martha

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)
05/14/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP Human Resource Capital

BOSTON, MA 02109
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/17/2011

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

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 Ownership (Instr. 4)
Common Stock	05/13/2011		A	(A) or (D) A	7,082 (4) (5) \$ 6.42	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)

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Performance Shares	\$ 7.94	05/14/2010		A		13,066 <u>(1)</u> <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	13,066
Performance Shares	\$ 6.42	05/13/2011		A		10,623 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	10,623

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Higgins Martha TEN POST OFFICE SQUARE BOSTON, MA 02109	EVP Human Resource Capital

Signatures

/s/ Margaret W. Chambers, as attorney-in-fact for Ms. Higgins 06/20/2011

**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).
- (1) The performance shares vest based on the Company's performance for the period January 1, 2010 To December 31, 2012.
- (2) Original filing, made on May 17, 2010, incorrectly listed these shares as beneficially owned. They are now correctly listed on Table 2.
- (3) The performance shares vest based on the Company's performance for the period January 1, 2011 To December 31, 2013.
- (4) Original filing, made on May 17, 2011, included 10,623 shares in beneficial holdings. These were performance shares and are now correctly reported on Table 2.
- (5) Restricted stock vests in full three years from date of grant subject to executive's combined employment through vesting date.

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.