

BOSTON PRIVATE FINANCIAL HOLDINGS INC

Form 8-K

April 27, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): April 22, 2009**

**Boston Private Financial Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Massachusetts**  
(State or other jurisdiction

of incorporation)

**0-17089**  
(Commission File Number)

**Ten Post Office Square, Boston, Massachusetts 02109**

**04-2976299**  
(IRS Employer

Identification Number)

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(Address of principal executive offices)

(617) 912-1900

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 22, 2009, Boston Private Financial Holdings, Inc. (the Company ) held its 2009 Annual Meeting of Stockholders. At the Annual Meeting, the stockholders approved a proposal to adopt the 2009 Stock Option and Incentive Plan (the Plan ). The Company s directors and executive officers are eligible to receive awards under the Plan. A full description of the Plan can be found in the Company s definitive proxy statement filed on March 13, 2009, which description is incorporated herein by reference. A copy of the Plan is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	2009 Stock Option and Incentive Plan

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunder duly authorized.

BOSTON PRIVATE FINANCIAL HOLDINGS, INC.

By: /S/ David J. Kaye

Name: David J. Kaye

Title: Executive Vice President and Chief Financial Officer

Date: April 27, 2009