

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
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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 *
MacDonald W. Timothy

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolBOSTON PRIVATE FINANCIAL
HOLDINGS INC [BPFH]3. Date of Earliest Transaction
(Month/Day/Year)
03/20/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Chief Risk Officer

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 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)
Common Stock	05/15/2015		A	(A) or (D) Amount (1) 8,354 Price \$ 12.43	53,163.5007	D	
Common Stock	05/15/2015		M	(2) 4,503 A \$ 12.43	57,666.5007	D	
Common Stock	05/15/2015		F	(3) 1,464 D \$ 12.43	56,202.5007	D	
Common Stock	05/15/2015		F	(4) 1,457 D \$ 12.43	54,745.5007	D	

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

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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 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Shares	\$ 12.43	05/15/2015		A	12,530	(5) (5)	Common Stock 12,530
Performance Shares	\$ 9.05	03/20/2015		D	2,218	(6) (7)	Common Stock 2,218
Performance Shares	\$ 9.05	05/15/2015		M	4,503	(2) (2)	Common Stock 4,503

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MacDonald W. Timothy BOSTON PRIVATE FINANCIAL HOLDINGS, INC. TEN POST OFFICE SQUARE BOSTON, MA 02109	EVP, Chief Risk Officer

Signatures

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

05/18/2015

__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) This grant of restricted stock vests May 15, 2018.
- (2) 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.
- (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.

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- (4) 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.
- (5) Performance shares vest based on the Company's performance for the period January 1, 2015 through December 31, 2017.
- (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) These represent forfeited 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.

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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