

BOSTON PRIVATE FINANCIAL HOLDINGS INC
 Form 3/A
 May 17, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Schwartz George G
 (Last) (First) (Middle)

BOSTON PRIVATE BANK &
 TRUST COMPANY,Â TEN
 POST OFFICE SQUARE

(Street)

BOSTON,Â MAÂ 02109

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 05/03/2016

3. Issuer Name and Ticker or Trading Symbol

BOSTON PRIVATE FINANCIAL HOLDINGS INC
 [BPFH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 President-Boston Private Bank

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

05/03/2016

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

111,010.92 ⁽¹⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	08/16/2010	08/15/2018	Common Stock	7,500	\$ 9.03	D	Â
Employee Stock Option (Right to Buy)	02/04/2008	02/15/2017	Common Stock	5,500	\$ 29.84	D	Â
Performance Shares	Â ⁽²⁾	Â ⁽²⁾	Common Stock	10,030	\$ ⁽²⁾	D	Â
Performance Shares	Â ⁽³⁾	Â ⁽³⁾	Common Stock	11,436	\$ ⁽³⁾	D	Â
Employee Stock Option (Right to Buy)	06/15/2009	06/15/2019	Common Stock	13,870	\$ 4.92	D	Â
Employee Stock Option (Right to Buy)	05/14/2010	05/14/2020	Common Stock	15,505	\$ 7.94	D	Â
Employee Stock Option (Right to Buy)	05/13/2011	05/13/2021	Common Stock	15,935	\$ 6.42	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schwartz George G BOSTON PRIVATE BANK & TRUST COMPANY TEN POST OFFICE SQUARE BOSTON, MA 02109	Â	Â	Â President-Boston Private Bank	Â

Signatures

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

05/17/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Number of shares updated to include restricted stock that was inadvertently omitted from the original Form 3 filing.
- (2) Performance shares vest based on the Company's performance for the period January 1, 2014 through December 31, 2016.
- (3) 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.

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