

THOMPSON MARK D  
Form 3  
September 30, 2010

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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)

<p>1. Name and Address of Reporting Person *</p> <p>THOMPSON MARK D</p> <p>(Last) (First) (Middle)</p> <p>TEN POST OFFICE SQUARE</p> <p>(Street)</p> <p>BOSTON, MA 02109</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/09/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BOSTON PRIVATE FINANCIAL HOLDINGS INC [BPFH]</p> <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CEO - BPFH Private Banking</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	138,930	D <sup>(1)</sup>	^

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

SEC 1473 (7-02)

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**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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option	01/18/2002 <sup>(2)</sup>	01/18/2011	Common Stock	15,000	\$ 18.72	D	Â
Employee Stock Option	01/17/2003 <sup>(3)</sup>	01/17/2012	Common Stock	12,000	\$ 22.26	D	Â
Employee Stock Option	02/14/2004 <sup>(4)</sup>	02/14/2013	Common Stock	11,000	\$ 16.72	D	Â
Employee Stock Option	04/30/2004 <sup>(5)</sup>	04/30/2013	Common Stock	15,000	\$ 18.79	D	Â
Employee Stock Option	02/27/2005 <sup>(6)</sup>	02/27/2014	Common Stock	15,000	\$ 27.16	D	Â
Employee Stock Option	02/11/2006 <sup>(7)</sup>	02/11/2015	Common Stock	15,000	\$ 27.06	D	Â
Employee Stock Option	02/17/2007 <sup>(8)</sup>	02/17/2016	Common Stock	15,000	\$ 29.74	D	Â
Employee Stock Option	02/15/2009 <sup>(9)</sup>	02/15/2018	Common Stock	24,290	\$ 20.37	D	Â
Employee Stock Option	08/15/2009 <sup>(10)</sup>	08/15/2018	Common Stock	7,500	\$ 9.03	D	Â
Employee Stock Option	02/15/2010 <sup>(11)</sup>	02/15/2017	Common Stock	20,000	\$ 29.84	D	Â

## Reporting Owners

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

## Signatures

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

09/30/2010

\_\_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) Includes 103,414 shares of restricted stock.
- (2) Options vested in three equal installments and where fully vested as of January 18, 2004.
- (3) Options vested equally over three period. Options fully vested as of January 17, 2006.
- (4) Options vested in three equally installments. Options fully vested as of February 14, 2003.

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- (5) Options vested in three equal installments. Options fully vested as of April 30, 2007.
- (6) Options vested in three equal installments. Options fully vested as of February 27, 2007.
- (7) Options vested in three equal installments. Options fully vested as of February 11, 2008.
- (8) Options vested in three equal installments. Options fully vested as of February 17, 2009.
- (9) Options vest evenly over three years, beginning on February 15, 2009.
- (10) Options vest in three equal installments beginning on August 15, 2009.
- (11) Options vested in three equal installments. Options fully vested as of February 15, 2010.

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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