

Dawson James D.  
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 \*  
Dawson James D.

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)  
CEO - Private Banking

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/13/2011		A	(A) or (D) V Amount 25,496 (3) Price \$ 6.42	140,147.796	D	

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

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SEC 1474 (9-02)

**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
Performance Shares	\$ 7.94	05/14/2010		A	19,599 (4)	(1) (1)	Common Stock	19,599
Performance Shares	\$ 6.42	05/13/2011		A	38,244 (5) (6)	(2) (2)	Common Stock	38,244

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dawson James D. TEN POST OFFICE SQUARE BOSTON, MA 02109			CEO - Private Banking	

## Signatures

/s/ Margaret W. Chambers, attorney-in-fact for Mr. Dawson 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) The performance shares vest based on the Company's performance for the period January 1, 2011 To December 31, 2013.
- (3) Restricted stock vests in full three years from date of grant subject to executive's continued employment through the vesting date.
- (4) Original filing May 17, 2010, incorrectly included these 19,599 shares in beneficial holdings. These are now properly reflected in Table 2.
- (5) Original filing May 17, 2011, incorrectly included these 38,244 shares in beneficial holdings. These are now properly reflected in Table 2.
- (6) Original filing May 17, 2011, incorrectly included these 38,244 shares in beneficial holdings. These are now properly reflected in Table 2.

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.