

Higgins Martha
Form 4
August 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer 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 *
Higgins Martha

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief HR Officer

BOSTON PRIVATE FINANCIAL HOLDINGS, INC, TEN POST OFFICE SQUARE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

BOSTON, MA 02109

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	08/09/2018		D	1,670 ⁽¹⁾	\$ 0	D	
Common Stock	08/10/2018		F	1,460	\$ 14.05	D	
Common Stock	08/10/2018		M	1,891 ⁽²⁾	\$ 14.05	D	
Common Stock	08/10/2018		F	557	\$ 14.05	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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SEC 1474
(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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Shares	\$ 0	08/09/2018		D	2,505 (3)	(4) (4)	Common Stock	9,938
Performance Restricted Stock Units	(5)	08/09/2018		D	4,035 (5)	(6) (6)	Common Stock	6,872
Restricted Stock Units	(7)	08/09/2018		D	2,691 (7)	(7) (7)	Common Stock	4,582
Restricted Stock Units	(2)	08/10/2018		M	1,891 (2)	(2) (2)	Common Stock	1,891

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Higgins Martha BOSTON PRIVATE FINANCIAL HOLDINGS, INC TEN POST OFFICE SQUARE BOSTON, MA 02109			EVP, Chief HR Officer	

Signatures

/s/ Margaret W. Chambers, as attorney-in-fact for Ms. Higgins

08/13/2018

**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) Unvested restricted shares forfeited in connection with 8/10/18 termination date.
- (2) Accelerated vesting of Restricted Stock Units in connection with 8/10/18 termination date.
- (3) Unvested Performance Shares forfeited in connection with 8/10/18 termination date.
- (4) Performance Shares prorated in connection with 8/10/18 termination date
- (5) Performance Restricted Stock Units forfeited in connection with 8/10/18 termination date.
- (6) Performance Restricted Stock Units prorated in connection with 8/10/18 termination date.
- (7) Unvested Restricted Stock Units forfeited in connection with 8/10/18 termination date.

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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