

BOSTON PRIVATE FINANCIAL HOLDINGS INC
 Form 4/A
 June 20, 2011

FORM 4

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

OMB APPROVAL

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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 *
 George L. Alexakos

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)
 EVP - Chief Risk Officer

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 Ownership (Instr. 4)
Common Stock	05/13/2011		A	(A) or (D) A	8,074 (3) (4) \$ 6.42	D	

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

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.

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	13,066 (5)	(1) (1)	Common Stock	13,066
Performance Shares	\$ 6.42	05/13/2011		A	12,110 (4)	(2) (2)	Common Stock	12,110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
George L. Alexakos TEN POST OFFICE SQUARE BOSTON, MA 02109			EVP - Chief Risk Officer	

Signatures

/s/ Margaret W. Chambers, attorney-in-fact for Mr. Alexakos 06/16/2011

__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 vest in full three years from the date of grant subject to the executive's continued employment through the vesting date.
- (4) Original filing, May 17, 2011, included additional 12,110 shares in beneficial holdings. These are now properly reflected in Table 2.
- (5) Original filing, May 17, 2010, incorrectly listed these shares in Table 1. The beneficial holdings in Table 1 has been adjusted to reflect these shares now listed on 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.