

MacDonald W. Timothy
 Form 3
 February 19, 2013

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)

1. Name and Address of Reporting Person *

MacDonald W. Timothy
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 01/01/2013

3. Issuer Name and Ticker or Trading Symbol

BOSTON PRIVATE FINANCIAL HOLDINGS INC
 [BPFH]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP, Chief Risk Officer

BOSTON PRIVATE FINANCIAL HOLDINGS, INC., TEN POST OFFICE SQUARE

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

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)

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

30,058.4647

D

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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

Edgar Filing: MacDonald W. Timothy - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	05/14/2011 ⁽¹⁾	05/14/2020	Common Stock	7,790	\$ 7.94	D	Â
Employee Stock Option (Right to Buy)	05/13/2012 ⁽²⁾	05/13/2021	Common Stock	7,790	\$ 6.42	D	Â
Performance Shares	05/13/2014	Â ⁽³⁾	Common Stock	2,921	\$ 6.42	D	Â
Performance Shares	05/15/2015	Â ⁽⁴⁾	Common Stock	6,721	\$ 9.05	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacDonald W. Timothy BOSTON PRIVATE FINANCIAL HOLDINGS, INC. TEN POST OFFICE SQUARE BOSTON, MA 02109	Â	Â	Â EVP, Chief Risk Officer	Â

Signatures

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

02/19/2013

**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) Options vest evenly over three years beginning on May 14, 2014
- (2) Options vest evenly over three years beginning on May 13, 2012.
- (3) Performance shares vest based on the Company's performance.
- (4) Performance shares vest based on the Company's performance.

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.