

Schwartz George G  
 Form 4  
 December 06, 2018

**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 \*  
 Schwartz George G

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President-Boston Private Bank

(Last) (First) (Middle)  
 BOSTON PRIVATE BANK & TRUST COMPANY, TEN POST OFFICE SQUARE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/30/2018

BOSTON, MA 02109  
 (City) (State) (Zip)

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

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	11/30/2018		M		5,034	A	\$ 12.69	153,222.796 D
Common Stock	11/30/2018		M		1,577	A	\$ 12.69	154,799.796 D
Common Stock	11/30/2018		F		4,942	D	\$ 12.69	149,857.796 D
Common Stock	11/30/2018		F		2,238	D	\$ 12.69	147,619.796 D
	11/30/2018		F		702	D		146,917.796 D

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Common Stock \$ 12.69

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

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**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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	11/30/2018		M	5,034	(1) (1)	Common Stock	5,034
Restricted Stock Units	(1)	11/30/2018		M	1,577	(1) (1)	Common Stock	1,577

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Schwartz George G  
BOSTON PRIVATE BANK & TRUST COMPANY  
TEN POST OFFICE SQUARE  
BOSTON, MA 02109

President-Boston Private Bank

## Signatures

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

12/06/2018

\_\_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) Pro-rata accelerated vesting of time-based Restricted Stock Units under the Executive Vice President Severance Pay Plan based on 11/30/2018 retirement 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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