

Kaye David J.
Form 4
November 20, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kaye David J.

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, CEO-Corp Client Banking

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	11/19/2018		S		11,655	D \$ 13.04	126,176 D
Common Stock	11/19/2018		S		3,400	D \$ 13.05	122,776 D
Common Stock	11/19/2018		S		100	D \$ 13.051	122,676 D
Common Stock	11/19/2018		S		4,900	D \$ 13.06	117,776 D
	11/19/2018		S		2,800	D	114,976 D

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Common Stock					\$ 13.061		
Common Stock	11/19/2018	S	2,351	D	\$ 13.07	112,625	D
Common Stock	11/19/2018	S	2,291	D	\$ 13.08	110,334	D
Common Stock	11/19/2018	S	1	D	\$ 13.081	110,333	D

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

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(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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kaye David J.
BOSTON PRIVATE FINANCIAL HOLDINGS,
INC.
TEN POST OFFICE SQUARE
BOSTON, MA 02109

EVP, CEO-Corp Client
Banking

Signatures

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

11/20/2018

**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).

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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