

PART II

RULE 12b-25 (b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

x (b) The subject annual report, semi-annual report, transition report on Form 10-K, 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III

NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 20-F, 11-K, 10-Q, N-SAR or N-CSR or the transition report portion thereof, could not be filed within the prescribed time period.

The auditors for the Boston Private Financial Holdings, Inc. 401(k) Profit Sharing Plan (the Plan) were unable to complete the financial statements for the Plan for the Plan year ended December 31, 2005 in time for preparation and timely filing of Form 11-K without unreasonable effort or expense on behalf of the Plan.

PART IV

OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

Boston Private Financial Holdings, Inc. 401(k) Plan Committee, c/o Gerald Raphael, Senior Vice President Human Resources, Boston Private Financial Holdings, Inc., (617) 912-4240

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

BOSTON PRIVATE FINANCIAL HOLDINGS, INC. 401(k) PROFIT SHARING PLAN

(Name of registrant as specified in charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized:

By: BOSTON PRIVATE FINANCIAL HOLDINGS, INC.

401(k) PLAN COMMITTEE, AS PLAN ADMINISTRATOR

Date: June 28, 2006

By: /s/ Gerald Raphael

Name: Gerald Raphael

Title: Senior Vice President Human Resources

Boston Private Financial Holdings, Inc.

Instruction. The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).