

Deutsch Clayton
Form 4
January 03, 2019

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Deutsch Clayton

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)
12/31/2018

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CEO and President

BOSTON, MA 02109

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

(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 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)
Common Stock	12/31/2018		M	13,443 A	\$ 754,888.295 10.57 (1)	D	
Common Stock	12/31/2018		M	4,612 A	\$ 759,500.295 10.57	D	
Common Stock	12/31/2018		F	14,161 D	\$ 745,339.295 10.57	D	
Common Stock	12/31/2018		F	6,057 D	\$ 739,282.295 10.57	D	
	12/31/2018		F	2,078 D	737,204.295	D	

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Common Stock \$ 10.57

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

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SEC 1474
(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. Deemed Exercise Date (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	12/31/2018		M	13,443	(2) (2)	Common Stock	13,443
Restricted Stock Units	(2)	12/31/2018		M	4,612	(2) (2)	Common Stock	4,612

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Deutsch Clayton
BOSTON PRIVATE FINANCIAL HOLDINGS, INC.
TEN POST OFFICE SQUARE
BOSTON, MA 02109

X CEO and President

Signatures

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

01/03/2019

**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).

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- (1) Balance includes shares acquired under Company's Employee Stock Purchase Plan.
- (2) Pro-rata accelerated vesting of time-based Restricted Stock Units under the CEO Retirement Agreement based on 12/31/2018 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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