Kivlehan Jim Form 4 November 03, 2017

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

3,313.0894

13,178

Ι

Ι

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction

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

Symbol

1(b).

Kivlehan Jim

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

]	Blue Hills Bancorp, Inc. [BHBK]					K]	(Check all applicable)			
(Last) (First) (Middle) 500 RIVER RIDGE DRIVE SUITE 300			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2017						Director 10% Owner Officer (give title Other (specify below) EVP + CFO			
	(Street) 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				
NORWOOD, MA 02062-4659									Person	tore than One Re	porung	
(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia								ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/Da	Date, if	3. Transa Code (Instr.)		4. Securitin(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	11/01/2017			S		12,178	D	\$ 21.12	87,336 <u>(1)</u>	D		
Common Stock									40,913.465 (2)	I	401k	

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

ESOP

IRA

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and A	Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Underlying Securities		Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)		(Instr. 3 and 4)		Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e				(Instr
	Derivative				Securities	S				
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option	\$ 14.07					(3)	10/07/2025	Common Stock	210,000	

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

Kivlehan Jim 500 RIVER RIDGE DRIVE SUITE 300 NORWOOD, MA 02062-4659

EVP+ **CFO**

Signatures

/s/James Kivlehan, pursuant to power of attorney

11/03/2017

**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)** Some of these securities vest every year (at anniversary) over the next 5 years starting with the first vesting in 2016.
- **(2)** Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.
- **(3)** These awards vest every year (at anniversary) over the next 5 years starting with the first vesting in 2016

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.

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