

SILVERSTEIN BARRY
Form 4
May 12, 2009

FORM 4

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

OMB APPROVAL

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

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 *
SILVERSTEIN BARRY

2. Issuer Name **and** Ticker or Trading Symbol
**FRANKLIN STREET
PROPERTIES CORP /MA/ [FSP]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/08/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

**5111 OCEAN BOULEVARD,
SUITE C**

(Street)

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

SARASOTA, FL 34242

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/08/2009		S		337,036	D	\$ 13.18 (1)
Common Stock							712,311
Common Stock							531,437.5
Common Stock							472,856
							See footnote (2)
							See footnote (3)
							See footnote (4)
							See

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Stock				footnote <u>(5)</u>
Common Stock	75,299	I		See footnote <u>(6)</u>
Common Stock	34,740	I		See footnote <u>(7)</u>
Common Stock	31,000	I		See footnote <u>(8)</u>
Common Stock	27,070	I		See footnote <u>(9)</u>
Common Stock	22,000	I		See footnote <u>(10)</u>
Common Stock	5,700	I		See footnote <u>(11)</u>
Common Stock	3,000	I		See footnote <u>(12)</u>

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVERSTEIN BARRY 5111 OCEAN BOULEVARD, SUITE C SARASOTA, FL 34242		X		

Signatures

Barry Silverstein 05/12/2009

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.10 to \$13.27, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
 - (2) Shares held by Silverstein Investments Limited Partnership III. Mr. Silverstein is the sole limited partner of Silverstein Investments Limited Partnership III and has shared dispositive power and no voting power over these shares.
 - (3) Shares held by MSTB Family Limited Partnership 2003 Irrevocable Trust. Mr. Silverstein is the trustee of the MSTB Family Limited Partnership 2003 Irrevocable Trust and has sole dispositive and sole voting power of these shares. 99% of the shares beneficially owned by this trust are attributable to three trusts for the benefit of Mr. Silverstein's children. Mr. Silverstein disclaims beneficial ownership of the shares attributable to the trusts for these children, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
 - (4) Shares held by Silverstein Investments Limited Partnership II attributable to a trust for the benefit of two of Mr. Silverstein's children. Mr. Silverstein disclaims beneficial ownership of the shares attributable to these children, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
 - (5) Shares held by JMB Family Limited Partnership Irrevocable Trust of 2003. Mr. Silverstein is the trustee of JMB Family Limited Partnership Irrevocable Trust of 2003 and has sole dispositive and sole voting power of these shares.
 - (6) Shares held by Silverstein Family Limited Partnership 2002, Ltd. Irrevocable Trust of 2003. Mr. Silverstein is the trustee of the trust beneficially owned by Silverstein Family Limited Partnership 2002, Ltd. Irrevocable Trust of 2003 and has sole dispositive and sole voting power of these shares. 99% of the shares beneficially owned by this trust are attributable to a trust for the benefit of the brother of Mr. Silverstein's spouse. Mr. Silverstein disclaims beneficial ownership of the shares attributable to this trust, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
 - (7) Shares held by a trust beneficially owned by Mr. Silverstein's spouse. Mr. Silverstein disclaims beneficial ownership of the shares beneficially owned by his spouse, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
 - (8) Shares held by MSTB Family Limited Partnership. Mr. Silverstein is a general partner of MSTB Family Limited Partnership and has sole dispositive and sole voting power of these shares. 99% of the shares beneficially owned by this partnership are attributable to three trusts for the benefit of Mr. Silverstein's children. Mr. Silverstein disclaims beneficial ownership of the shares attributable to the trusts for these children, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or any other purpose.
 - (9) Shares held by Silverstein Investments Limited Partnership. Mr. Silverstein is the sole limited partner of Silverstein Investments Limited Partnership and has shared dispositive power and no voting power over these shares.
 - (10) Shares held by JMB Family Limited Partnership. Mr. Silverstein is a general partner of JMB Family Limited Partnership and has sole dispositive and sole voting power of these shares.
 - (11)

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Shares held by Silverstein Family Limited Partnership 2002, Ltd. Mr. Silverstein is a general partner of the Silverstein Family Limited Partnership 2002, Ltd. and has sole dispositive and sole voting power of these shares. 99% of the shares beneficially owned by this partnership are attributable to a trust for the benefit of the brother of Mr. Silverstein's spouse. Mr. Silverstein disclaims beneficial ownership of the shares attributable to this trust, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or any other purpose.

(12) Shares held by Mr. Silverstein's spouse. Mr. Silverstein disclaims beneficial ownership of the shares beneficially owned by his spouse, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

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.