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FRANKLIN STREET PROPERTIES CORP /MA/

Form 4/A March 07, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Washington, D.C. 20549 Number:

January 31, Expires: 2005 Estimated average

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * GRIBBELL WILLIAM W | | | 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) 401 EDGEV 200 | (First) WATER PLAC | 3. Date of (Month/D 03/06/20 | - | ansaction | | | Director 10% Owner _X_ Officer (give title Other (specify below) Executive Vice President | | | | |
| WAKEFIEI | 4. If Amendment, Date Original Filed(Month/Day/Year) 03/06/2008 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Day (Month/Day/Yea | Date 2A. Deemed Year) Execution Date any (Month/Day/Ye | | 3. Transactic Code (Instr. 8) | 4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) Indirect (I) (Instr. 4) 7. Nature of Indirect (I) Ownership (Instr. 4) | | |
| Common | 03/06/2008 | | | P | 1,000 | A | \$ 12 | 133,212 (1) | D | | |
| Common | 03/06/2008 | | | P | 1,000 | A | \$ 11.95 | 133,212 (1) | D | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 Exerc | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-----------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underl | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securit | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration Date | | | | |
| | | | | | | Exercisable | | | Number | | |
| | | | | C 1 W | (A) (D) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

GRIBBELL WILLIAM W **401 EDGEWATER PLACE SUITE 200** WAKEFIELD, MA 01880

Executive Vice President

Signatures

William W.

Gribbell 03/07/2008

**Signature of Date Reporting Person

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).

Comprised of 129,616 shares owned by Mr. Gribbell individually, 2,000 shares owned by Mr. Gribbell in an IRA account for his benefit and 1,596 shares owned by Mr. Gribbell's spouse. Mr. Gribbell disclaims beneficial ownership of the 1,596 shares owned by his spouse. This statement amends and restates in its entirety the statement filed on March 6, 2008 to accurately describe the reporting person's disclaimer of beneficial ownership following the reported transactions.

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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