

CHAPMAN RICHARD P JR

Form 4

March 25, 2009

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 *
CHAPMAN RICHARD P JR

2. Issuer Name **and** Ticker or Trading
Symbol
BROOKLINE BANCORP INC
[brkl]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

160 WASHINGTON STREET

(Street)

BROOKLINE, MA 02445

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common stock	03/24/2009		M		25,000	A	\$ 4.944	775,402	D
Common stock	03/24/2009		M		74,579	A	\$ 9.29	849,981	D
Common stock	03/24/2009		F		69,984	D	\$ 9.9	779,997	D
Common stock								201,200	I Spouse

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option	\$ 4.944	03/24/2009		M			25,000	04/19/2004	04/19/2009	Common stock	25,
Stock option	\$ 9.29	03/24/2009		M			74,579	03/19/2009	04/19/2009	Common stock	74,
Stock option	\$ 9.11	03/24/2009		A		69,984		03/24/2009	04/19/2009	Common stock	69,
Stock option	\$ 10.1							05/29/2008	04/19/2009	Common stock	37,
Stock option	\$ 10.69							07/24/2007	04/19/2009	Common stock	46,
Stock option	\$ 15.02							01/02/2005	12/19/2013	Common stock	300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHAPMAN RICHARD P JR 160 WASHINGTON STREET BROOKLINE, MA 02445	X Chief Executive Officer

Signatures

Paul R. Bechet, Power of
Attorney 03/25/2009

 **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).

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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