

CHAPMAN RICHARD P JR

Form 4/A

March 24, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

## OMB APPROVAL

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 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 \*  
 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)  
 03/19/2009

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
 03/20/2009

☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>stock                       | 03/19/2009                              |                                                             | M                                    | V Amount (A) or (D) Price<br>78,311 A \$ 9.19                           | 824,981                                                                                                            | D                                                                    |                                         |
| Common<br>stock                       | 03/19/2009                              |                                                             | F                                    | 74,579 D \$ 9.65                                                        | 750,402                                                                                                            | D                                                                    |                                         |
| Common<br>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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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |        | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------|----------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)    | Date<br>Exercisable                                            | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Stock<br>option                                     | \$ 9.19                                                               | 03/19/2009                              |                                                             | M                                       |                                                                                                        |                                                                | 78,311 | 01/11/2008                                                     | 04/19/2009         | Common<br>stock | 78,                        |
| Stock<br>option                                     | \$ 9.29                                                               | 03/19/2009                              |                                                             | A                                       |                                                                                                        |                                                                | 74,579 | 03/19/2009                                                     | 04/19/2009         | Common<br>stock | 74,                        |
| Stock<br>option                                     | \$ 4.944                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 04/19/2004                                                     | 04/19/2009         | Common<br>stock | 45,                        |
| Stock<br>option                                     | \$ 10.1                                                               |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 05/29/2008                                                     | 04/19/2009         | Common<br>stock | 37,                        |
| Stock<br>option                                     | \$ 10.69                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 07/24/2007                                                     | 04/19/2009         | Common<br>stock | 46,                        |
| Stock<br>option                                     | \$ 15.02                                                              |                                         |                                                             |                                         |                                                                                                        |                                                                |        | 01/02/2005                                                     | 12/19/2013         | Common<br>stock | 300                        |

## Reporting Owners

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

## Signatures

Paul R. Bechet, Power of  
Attorney 03/24/2009

\_\_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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