

SHERMAN MERRILL W

Form 4

February 08, 2012

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 *
SHERMAN MERRILL W

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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2012

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

BROOKLINE, MA 02447

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

(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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/06/2012		S		24,721	D \$ 9.5	171,815 D
Common Stock	02/06/2012		S		400	D \$ 9.505	171,415 D
Common Stock	02/06/2012		S		20,601	D \$ 9.51	150,814 D
Common Stock	02/06/2012		S		8,034	D \$ 9.52	142,780 D
Common Stock	02/06/2012		S		1,100	D \$ 9.525	141,680 D

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Common Stock	02/06/2012	S	5,156	D	\$ 9.53	136,524	D
Common Stock	02/06/2012	S	1,300	D	\$ 9.535	135,224	D
Common Stock	02/06/2012	S	2,775	D	\$ 9.54	132,449	D
Common Stock	02/06/2012	S	700	D	\$ 9.545	131,749	D
Common Stock	02/06/2012	S	200	D	\$ 9.555	131,549	D
Common Stock	02/06/2012	S	500	D	\$ 9.56	131,049	D
Common Stock	02/06/2012	S	1,000	D	\$ 9.58	130,049	D
Common Stock	02/06/2012	S	200	D	\$ 9.585	129,849	D
Common Stock	02/06/2012	S	800	D	\$ 9.59	129,049	D
Common Stock	02/06/2012	S	200	D	\$ 9.591	128,849	D
Common Stock	02/06/2012	S	1,400	D	\$ 9.595	127,449	D
Common Stock	02/06/2012	S	4,800	D	\$ 9.6	122,649	D
Common Stock	02/06/2012	S	100	D	\$ 9.605	122,549	D
Common Stock	02/06/2012	S	2,900	D	\$ 9.61	119,649	D
Common Stock	02/06/2012	S	4,700	D	\$ 9.65	114,949	D
Common Stock	02/06/2012	S	1,000	D	\$ 9.655	113,949	D
Common Stock	02/06/2012	S	200	D	\$ 9.659	113,749	D
Common Stock	02/06/2012	S	1,900	D	\$ 9.66	111,849	D
Common Stock	02/06/2012	S	1,200	D	\$ 9.665	110,649	D
Common Stock	02/06/2012	S	600	D	\$ 9.67	110,049	D
	02/06/2012	S	244	D	\$ 9.68	109,805	D

Common
Stock

Common Stock	02/06/2012	S	56	D	\$ 9.69	109,749	D
Common Stock	02/06/2012	S	300	D	\$ 9.7	109,449	D
Common Stock	02/06/2012	S	700	D	\$ 9.71	108,749	D
Common Stock	02/06/2012	S	700	D	\$ 9.72	108,049	D

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 Report Trans (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN MERRILL W 160 WASHINGTON STREET BROOKLINE, MA 02447	X			

Signatures

Merrill W. Sherman by Michael W. McCurdy
POA

02/08/2012

__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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