

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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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 *
 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 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 Ownership (Instr. 4)
Common stock	03/19/2009		M	V Amount (A) or (D) Price 78,311 A \$ 9.19	824,981	D	
Common stock	03/19/2009		F	74,579 D \$ 9.65	750,402	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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 (9-02)

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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 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	\$ 9.19	03/19/2009		M			78,311	01/11/2008	04/19/2009	Common stock	78,
Stock option	\$ 9.29	03/19/2009		A		74,579		03/19/2009	04/19/2009	Common stock	74,
Stock option	\$ 4.944							04/19/2004	04/19/2009	Common stock	45,
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 03/24/2009

__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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