

BANCORP RHODE ISLAND INC  
 Form 4  
 March 22, 2007

**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 \*  
**BERGER JOHN R**

2. Issuer Name and Ticker or Trading Symbol  
**BANCORP RHODE ISLAND INC [BARI]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**33 BELKNAP ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/21/2007**

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

**WEST HARTFORD, CT 06117**

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 (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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/21/2007		M		1,500 A \$ 17.1875	5,568.6077	D
Common Stock	03/21/2007		M		500 A \$ 10.875	6,068.6077	D
Common Stock	03/21/2007		M		500 A \$ 10.125	6,568.6077	D
Common Stock	03/21/2007		M		500 A \$ 16	7,068.6077	D
Common Stock	03/21/2007		M		500 A \$ 22.15	7,568.6077	D

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Common Stock	03/21/2007	M	500	A	\$ 25.12	8,068.6077	D
Common Stock	03/21/2007	M	500	A	\$ 33.43	8,568.6077	D
Common Stock	03/21/2007	M	500	A	\$ 38.07	9,068.6077	D
Common Stock	03/21/2007	M	500	A	\$ 35.24	9,568.6077	D <sup>(1)</sup>

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

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(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to purchase)	\$ 17.1875	03/21/2007		M	1,500	11/20/1998	05/20/2008	Common Stock	1,500
Stock Option (Right to purchase)	\$ 10.875	03/21/2007		M	500	11/26/1999	05/26/2009	Common Stock	500
Stock Option (Right to purchase)	\$ 10.125	03/21/2007		M	500	11/17/2000	05/17/2010	Common Stock	500
Stock Option (Right to purchase)	\$ 16	03/21/2007		M	500	11/16/2001	05/16/2011	Common Stock	500

Stock Option (Right to purchase)	\$ 22.15	03/21/2007	M	500	11/15/2002	05/15/2012	Common Stock	500
Stock Option (Right to purchase)	\$ 25.12	03/21/2007	M	500	11/21/2003	05/21/2013	Common Stock	500
Stock Option (Right to purchase)	\$ 33.43	03/21/2007	M	500	11/19/2004	05/19/2014	Common Stock	500
Stock Option (Right to purchase)	\$ 38.07	03/21/2007	M	500	11/18/2005	05/18/2015	Common Stock	500
Stock Option (Right to purchase)	\$ 35.24	03/21/2007	M	500	11/17/2006	05/17/2016	Common Stock	500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERGER JOHN R 33 BELKNAP ROAD WEST HARTFORD, CT 06117	X			

## Signatures

Margaret D. Farrell (Attorney-in-fact for John R. Berger) 03/22/2007

\*\*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).

(1) The reporting person beneficially owns 9,568.6077 shares of the issuer's common stock of which 3,068.6077 shares are held in an IRA.

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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