

CHAPMAN RICHARD P JR  
 Form 4/A  
 March 30, 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/19/2009

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

BROOKLINE, MA 02445

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

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  | (D)  | Price                             |
|                                 |                                      |  |                                |   |   |  | \$                                |
| Common stock                    | 03/19/2009                           |  | M                              |   | 78,311  | A  | 9.47<br>(1)                       |
| Common stock                    | 03/19/2009                           |  | F                              |   | 76,851<br>(2)   | D  | 9.65                              |
| 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)

displays a currently valid OMB control number.

**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 Security (Instr. 3 and 4) |              |         |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount  |
| Stock option                               | \$ 9.47  | 03/19/2009                           |  | M                              |   | 01/11/2008   | 04/19/2009  | Common stock | 78,311  |
| Stock option                               | \$ 9.65 <sup>(4)</sup>                                 | 03/19/2009                           |  | A                              | 76,851 <sub>(3)</sub>   | 03/19/2009   | 04/19/2009  | Common stock | 76,851  |
| Stock option                               | \$ 4.944   |                                      |  |                                |   | 04/19/2004   | 04/19/2009  | Common stock | 20,000  |
| Stock option                               | \$ 9.95  |                                      |  |                                |   | 05/29/2009   | 04/19/2009  | Common stock | 37,500  |
| Stock option                               | \$ 10.69   |                                      |  |                                |   | 07/24/2007   | 04/19/2009  | Common stock | 46,000  |
| Stock option                               | \$ 15.02   |                                      |  |                                |   | 01/02/2005   | 12/19/2013  | Common stock | 300,000 |

## 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  
03/30/2009

\_\_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).

(1) On a Form 4 filed on March 20, 2009, the price related to the transaction reported was shown as \$9.19 instead of \$9.47. This report reflects that correction.

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- (2) On the Form 4 filed on March 20, 2009, the amount of shares was incorrectly stated as 74,579 instead of 76,851. This report reflects that correction.
- (3) On a Form 4 filed on March 20, 2009, the stock options acquired were reported incorrectly as 74,579 instead of 76,851. This report reflects the correction.
- (4) On a Form 4A filed on March 24, 2009, the exercise price of the stock options was reported incorrectly as \$9.29 instead of \$9.65. This report reflects the correction.

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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