

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)
 03/24/2009

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

BROOKLINE, MA 02445
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/25/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock | 03/24/2009 | | M | | 76,851 <u>(1)</u> | A | \$ 9.65 <u>(1)</u> |
| Common stock | 03/24/2009 | | F | | 74,911 <u>(2)</u> | D | \$ 9.9 |
| Common stock | | | | | | I | 201,200 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)

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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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock option | \$ 9.65 ⁽³⁾ | 03/24/2009 | | M | 76,851 ⁽³⁾ | 03/24/2009 04/19/2009 | Common stock | 76,851 ⁽³⁾ |
| Stock option ⁽⁵⁾ | \$ 9.9 ⁽⁴⁾ | 03/24/2009 | | A | 74,911 ⁽⁴⁾ | 03/24/2009 04/19/2009 | Common stock | 74,911 ⁽⁴⁾ |

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
Date: 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 25, 2009, this transaction was reported as the acquisition of 74,579 shares of common stock through the exercise of stock options at \$9.29 per share. The transaction should have been reported as 76,851 shares acquired through the exercise of stock options at \$9.65 per share. This report reflects those corrections.
- (2) On a Form 4 filed on March 25, 2009, the amount of shares disposed was shown as 69,984 instead of 74,911. This report reflects the correction.
- (3) On a Form 4 filed on March 25, 2009, it was reported incorrectly that 74,579 stock options were exercised at \$9.29 per option. It should have been reported that 76,851 stock options were exercised at \$9.65 per option. This report reflects the correction.
- (4) On Form 4 filed on March 25, 2009, it was reported that 69,984 stock options were granted at \$9.11 per option. It should have been reported that 74,911 stock options were granted at \$9.90 per option.
- (5) Other information concerning stock options previously reported on Form 4 dated March 25, 2009 is not repeated hereon since the information remains unchanged.

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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