

PERRAULT PAUL A
 Form 4
 July 06, 2011

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 *
 PERRAULT PAUL A

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)
 07/06/2011

____ 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)

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	07/01/2011		A	(A) or (D) A	46,791 (1)	A	\$ 0	86,213 (2)	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)

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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 or Amount of Derivative Security (Instr. 3)
Stock options	\$ 10.71					03/16/2010 03/16/2020	Common stock	26,167
Stock options	\$ 10.71					03/16/2011 03/16/2020	Common stock	26,166
Stock options	\$ 9					03/16/2009 03/16/2019	Common stock	36,256
Stock options	\$ 9					03/16/2010 03/16/2019	Common stock	36,256

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRAULT PAUL A 160 WASHINGTON STREET BROOKLINE, MA 02445			Chief Executive Officer	

Signatures

Paul R. Bechet, Under Power of Attorney for Paul A. Perrault 07/06/2011

__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) These shares were awarded under the Company's 2011 Restricted Stock Plan. Of the 46,791, 7,799 will vest on July 1, 2012, 7,799 will vest on July 1, 2013 and 7,798 will vest on July 1, 2014, and 23,395 shares will vest on July 1, 2014, provided specified performance criteria are met.

(2) Includes 1,063 shares awarded through the ESOP as of December 31, 2010 not required to be reported pursuant to Section 16 of the Securities and Exchange Act of 1934.

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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