

BROOKLINE BANCORP INC

Form 4

June 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PECK CHARLES H

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)
06/02/2008

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

Executive vice president

BROOKLINE, MA 02447-0469

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common stock	06/02/2008		M	51,587 A	\$ 4.944 471,804 ⁽¹⁾	D	
Common stock	06/02/2008		F	25,378 D	\$ 9.85 446,426	D	
Common stock					10,000	I	Spouse

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

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information contained in this form are not
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SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option	\$ 4.944	06/02/2008		M			51,587	04/19/2001	04/19/2009	Common stock	51,
Stock option	\$ 9.85	06/02/2008		A		25,378		06/02/2008	04/19/2009	Common stock	25,
Stock option	\$ 9.19							01/11/2008	04/19/2009	Common stock	52,
Stock option	\$ 10.87							07/25/2007	04/19/2009	Common stock	31,
Stock option	\$ 10.36							10/22/2007	04/19/2009	Common stock	28,
Stock option	\$ 15.02							01/02/2005	12/19/2013	Common stock	175

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PECK CHARLES H 160 WASHINGTON STREET BROOKLINE, MA 02447-0469	Executive vice president

Signatures

Paul R. Bechet, Power of
Attorney 06/03/2008
 __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) A form 4 filed on March 24, 2008 incorrectly reported the number of shares owned by Mr. Peck. The report showed 420,417 shares owned instead of 420,217 shares owned.

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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