

CHAPMAN RICHARD P JR  
Form 4  
January 15, 2008

**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)  
01/11/2008

\_\_\_\_ 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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common stock                    | 01/11/2008                           |                                                    | M                              |                                                                   | 150,000                                                                                       | A                                                        | \$ 4.944                                              |
| Common stock                    | 01/11/2008                           |                                                    | F                              |                                                                   | 78,311                                                                                        | D                                                        | \$ 9.47                                               |
| 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)

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) | Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------|
| Stock option                               | \$ 4.944                                               | 01/11/2008                           |                                                    | M                              | 150,000                                                                                 | 04/19/2000 04/19/2009                                    | Common stock                                                | 15                                             |
| Stock option                               | \$ 9.19                                                | 01/11/2008                           |                                                    | A                              | 78,311                                                                                  | 01/11/2008 04/19/2009                                    | Common stock                                                | 78                                             |
| Stock option                               | \$ 10.69                                               |                                      |                                                    |                                |                                                                                         | 07/24/2007 04/19/2009                                    | Common stock                                                | 46                                             |
| Stock option                               | \$ 15.02                                               |                                      |                                                    |                                |                                                                                         | 01/02/2005 12/19/2013                                    | Common stock                                                | 30                                             |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                         |       |
|----------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                      | Director      | 10% Owner | Officer                 | Other |
| CHAPMAN RICHARD P JR<br>160 WASHINGTON STREET<br>BROOKLINE, MA 02445 |               |           | Chief executive officer |       |

## Signatures

Paul R. Bechet, Power of Attorney  
01/15/2008  
Date

\*\*Signature of Reporting Person

## 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).

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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