#### **BROOKLINE BANCORP INC**

Form 4 July 26, 2007

## FORM 4

### OMB APPROVAL

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287 January 31,

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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Form 4 or Form 5 obligations may continue. See Instruction

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

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response...

1(b).

(Print or Type Responses)

1. Name and Add CHAPMAN R	•	_	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			BROOKLINE BANCORP INC [brkl]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Other (specify		
160 WASHINGTON STREET			07/25/2007	below) below)  Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
BROOKLINE	, MA 02445	5	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I. Nov. Dorder Committee A.	reison		

(City)	(State) (	Table Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	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	07/25/2007		Code V M	Amount 54,958	(D)	Price \$ 4.944	729,520	D	
Common stock	07/25/2007		F	24,997	D	\$ 10.87	704,523	D	
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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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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 or 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 Amoun Underlying Securit (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
\$ 4.944	07/25/2007		M		54,958	04/19/2000	04/19/2009	Common stock	54,
\$ 10.87	07/25/2007		A	24,997		07/25/2007	04/19/2009	Common stock	24,
\$ 10.69						07/24/2007	04/19/2009	Common stock	46,
\$ 15.02						01/02/2005	12/19/2013	Common stock	300
	or Exercise Price of Derivative Security  \$ 4.944 \$ 10.87	Conversion or Exercise Price of Derivative Security	or Exercise any (Month/Day/Year) Price of (Month/Day/Year)  \$ 4.944 07/25/2007  \$ 10.87 07/25/2007  \$ 10.69	Conversion or Exercise Price of Derivative Security  Code V  \$ 4.944  07/25/2007	Conversion or Exercise Price of Derivative Security  Execution Date, if any Code Securities (Month/Day/Year) (Month/Day/Year)  Code V (A)  \$ 4.944   07/25/2007   M  \$ 10.87   07/25/2007   A 24,997	Conversion or Exercise Price of Derivative Security  Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) or Disposed of (Instr. 8) (Instr. 3, 4, and 5)  Code V (A) (D)  M 54,958  \$ 10.87 07/25/2007  A 24,997	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security         Execution Date, if any (Month/Day/Year)         Transaction Derivative Code Securities Acquired (Instr. 8)         Expiration Date (Month/Day/Year)         Underlying Sequence (Instr. 3 and Sequence (Instr. 3))           \$ 4.944         07/25/2007         M         54,958         04/19/2000         04/19/2009         Common stock           \$ 10.87         07/25/2007         A         24,997         07/25/2007         04/19/2009         Common stock           \$ 10.69         15.02         01/02/2005         12/19/2013         Common stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHAPMAN RICHARD P JR 160 WASHINGTON STREET BROOKLINE, MA 02445

Chief Executive Officer

## **Signatures**

Paul R. Bechet, Power of

Attorney 07/26/2007

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).