

PECK CHARLES H
Form 4
March 25, 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 *
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)
03/24/2009

Director 10% Owner
 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)
 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 | | 49,719 | A | \$ 9.29 |
| Common stock | 03/24/2009 | | F | | 46,656 | D | \$ 9.9 |
| 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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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount (Number of Shares) |
| Stock option | \$ 9.29 | 03/24/2009 | | M | | 49,719 | 03/19/2009 04/19/2009 | Common stock | 49, |
| Stock option | \$ 9.11 | 03/24/2009 | | A | | 46,656 | 03/24/2009 04/19/2009 | Common stock | 46, |
| Stock option | \$ 9.85 | | | | | | 06/02/2008 04/19/2009 | Common stock | 25, |
| 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 | X | | Executive Vice President | |

Signatures

Paul R. Bechet, Power of Attorney
03/25/2009

__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).

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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