

PECK CHARLES H
Form 4
April 13, 2009

FORM 4

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

OMB APPROVAL

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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)
04/10/2009

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	04/10/2009		M		49,492 A \$ 9.99	459,832	D
Common stock	04/10/2009		M		28,717 A \$ 10.36	488,549	D
Common stock	04/10/2009		M		25,378 A \$ 10.05	513,927	D
Common stock	04/10/2009		F		97,849 D \$ 10.7	416,078	D
Common stock						10,000	I Spouse

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

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(9-02)

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 of Shares
Stock option	\$ 9.99	04/10/2009		M		49,492	04/06/2009 04/19/2009	Common stock	49,
Stock option	\$ 10.36	04/10/2009		M		28,717	10/22/2007 04/19/2009	Common stock	28,
Stock option	\$ 10.05	04/10/2009		M		25,378	06/02/2008 04/19/2009	Common stock	25,
Stock option	\$ 10.7	04/10/2009		A		97,849	04/10/2009 04/19/2009	Common stock	97,
Stock option	\$ 10.87						07/25/2007 04/19/2009	Common stock	31,
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
04/13/2009

__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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