

PECK CHARLES H  
Form 4/A  
March 24, 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)  
03/19/2009

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)  
03/20/2009

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	03/19/2009		M		52,207	A	\$ 9.19
Common stock	03/19/2009		F		49,719	D	\$ 9.65
Common stock							10,000

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	\$ 9.19	03/19/2009		M		52,207	01/11/2008 04/19/2009	Common stock	52,207
Stock option	\$ 9.29	03/19/2009		A		49,719	03/19/2009 04/19/2009	Common stock	49,719
Stock option	\$ 9.85						06/02/2008 04/19/2009	Common stock	25,000
Stock option	\$ 10.87						07/25/2007 04/19/2009	Common stock	31,000
Stock option	\$ 10.36						10/22/2007 04/19/2009	Common stock	28,000
Stock option	\$ 15.02						01/02/2005 12/19/2013	Common stock	175,000

## 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  
03/24/2009

\_\_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. 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.