PECK CHARLES H

Form 4 March 24, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(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) (First) (First)	3. Date of Earliest Transaction (Month/Day/Year) 03/23/2009					X Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President				
BROOKLIN	(Street) NE, MA 02447-0)469		ndment, Da nth/Day/Year	Č			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person		rson	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transaction 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	03/23/2009			S	10,000	D D	\$ 9.528	410,113	D		
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)

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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. Transactic Code (Instr. 8)	5. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option	\$ 9.29					03/19/2009	04/19/2009	Common stock	49,719	
Stock option	\$ 9.85					06/02/2008	04/19/2009	Common stock	25,378	
Stock option	\$ 10.87					07/25/2007	04/19/2009	Common stock	31,839	
Stock option	\$ 10.36					10/22/2007	04/19/2009	Common stock	28,717	
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.

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