BROOKLINE BANCORP INC

Form 4 July 29, 2015

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

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

2. Issuer Name and Ticker or Trading

burden hours per response...

5. Relationship of Reporting Person(s) to

Issuer

1(b).

(Print or Type Responses)

CHAPIN DAVID C

1. Name and Address of Reporting Person *

CHAPIN DAVID C			BROOKLINE BANCORP INC [BRKL]					(Check all applicable)			
	(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)				X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) 4. I			4. If Ame	07/27/2015 4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
	(City)	(State)	(Zip)	Tahl	e I - Non-I	Derivative	Secur	rities Aca	Person uired, Disposed o	f or Reneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea)	ar) Execution		3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3, Amount 2,500 (1)	ties A	cquired d 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
	Common Stock								21,402	I	Owned jointly with Spouse
	Common Stock								1,458	I	Owned by 1253 Beacon Street Realty

Trust (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	nte	Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	-	Title			
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

CHAPIN DAVID C 131 CLARENDON STREET X BOSTON, MA 02117

Signatures

David C. Chapin, by Marissa S. Frerk,

POA 07/29/2015

**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).
- (1) Restricted stock shares granted pursuant to the Brookline Bancorp, Inc. 2014 Equity Incentive Plan. The shares vest one year from the date of grant.
- (2) Includes shares of restricted stock granted pursuant to the Brookline Bancorp, Inc. 2014 Equity Incentive Plan.
- (3) Mr. Chapin has a partial ownership interest in 1253 Beacon Street Realty Trust.

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.

Reporting Owners 2

9. Nu Deriv Secur Bene Own Follo Repo Trans

SEC 1474

(9-02)