

PERRAULT PAUL A
Form 4
May 01, 2013

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 *
PERRAULT PAUL A

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

131 CLARENDON STREET

(Street)

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

BOSTON, MA 02117

(City) (State) (Zip)

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 (A) or (D) Price		
Common Stock	04/29/2013		P		700 A \$ 8.33	149,791	D
Common Stock	04/29/2013		P		100 A \$ 8.3397	149,891	D
Common Stock	04/29/2013		P		100 A \$ 8.3398	149,991	D
Common Stock	04/29/2013		P		2,261 A \$ 8.34	152,252	D
Common Stock	04/29/2013		P		100 A \$ 8.3497	152,352	D

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Common Stock	04/29/2013	P	1,200	A	\$ 8.35	153,552	D	
Common Stock	04/29/2013	P	700	A	\$ 8.36	154,252	D	
Common Stock	04/29/2013	P	200	A	\$ 8.3696	154,452	D	
Common Stock	04/29/2013	P	100	A	\$ 8.3697	154,552	D	
Common Stock	04/29/2013	P	100	A	\$ 8.3698	154,652	D	
Common Stock	04/29/2013	P	4,439	A	\$ 8.37	159,091 ⁽¹⁾ <u>(2)</u>	D	
Common Stock						2,563 ⁽³⁾	I	By ESOP

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

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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. 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRAULT PAUL A 131 CLARENDON STREET BOSTON, MA 02117	X		Chief Executive Officer	

Signatures

Paul A. Perrault, by Michael W. McCurdy,
POA

04/30/2013

__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) Includes shares of restricted stock issued pursuant to the Brookline Bancorp, Inc. 2011 Restricted Stock Plan which vest in three equal installments on an annual basis, commencing one year from the date of grant.
- (2) Includes shares of performance based restricted stock issued pursuant to the Brookline Bancorp, Inc. 2011 Restricted Stock Plan which vest on the third anniversary of the grant subject to certain performance based measures.
- (3) Reflects ESOP allocations and distributions that have occurred since the date of the reporting person's last ownership report.

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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