BROOKLINE BANCORP INC

Form 4/A March 30, 2009

FORM 4

OMB APPROVAL

3235-0287

January 31,

OMB

5. Relationship of Reporting Person(s) to

Number:

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

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per response... 0.5

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

PECK CHA	Symbol BROOKLINE BANCORP INC [brk1]					Issuer (Check all applicable)				
(Last) (First) (Middle) 160 WASHINGTON STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/19/2009					X Director 10% Owner Other (specify below)		
100 WASHINGTON STREET			03/19/2009					Executive Vice President		
F				4. If Amendment, Date Original Filed(Month/Day/Year) 03/20/2009				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
DROOKLIN						Person				
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	med on Date, if Day/Year)	3. Transact Code (Instr. 8)		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)	
Common stock	03/19/2009			M	52,207	A	\$ 9.47 (1)	469,832	D	
Common stock	03/19/2009			F	51,234 (2)	D	\$ 9.65	418,598	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.

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. Transaction Code (Instr. 8)	5. Number of or 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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock option	\$ 9.47 (3)	03/19/2009		M		52,207	01/11/2008	04/19/2009	Common stock	52,2
Stock option (6)	\$ 9.65 (5)	03/19/2009		F	51,234 (4)		03/19/2009	04/19/2009	Common stock	51,2 (4

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 03/30/2009

**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).
- (1) On the Form 4 filed on March 20, 2009, the price related to the transaction reported was shown as \$9.19 instead of \$9.47. This report reflects that correction.
- On the Form 4 filed on March 20, 2009, the amount of shares was incorrectly stated as 49,719 instead of 51,234. This report reflects that correction.
- (3) On a Form 4A filed on March 30, 2009, it was reported that the exercise price of the stock options was incorrectly stated as \$9.19 when it should have been stated as \$9.47. This report reflects the correct exercise price.
- (4) On a Form 4 filed on March 20, 2009, the stock options acquired were reported incorrectly as 49,719 instead of 51,234. This report reflects the correction.
- On a Form 4A filed on March 24, 2009, the exercise price of the stock options was incorrectly reported as \$9.29 instead of \$9.65. This report reflects the correction.

(6)

Reporting Owners 2

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Other information previously reported on Form 4 dated March 20, 2009 and on Form 4A dated March 24, 2009 is not repeated hereon since the information remained unchanged.

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.