

SHERMAN MERRILL W
 Form 4
 February 09, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 SHERMAN MERRILL W

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)

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

160 WASHINGTON 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

(Street)

BROOKLINE, MA 02447

(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	02/08/2012		S		10,517	D	\$ 9.4 67,932
Common Stock	02/08/2012		S		100	D	\$ 9.405 67,832
Common Stock	02/08/2012		S		9,349	D	\$ 9.41 58,483
Common Stock	02/08/2012		S		500	D	\$ 9.42 57,983
Common Stock	02/08/2012		S		600	D	\$ 9.43 57,383

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Common Stock	02/08/2012	S	7,048	D	\$ 9.46	50,335	D
Common Stock	02/08/2012	S	3,600	D	\$ 9.47	46,735	D
Common Stock	02/08/2012	S	2,825	D	\$ 9.48	43,910	D
Common Stock	02/08/2012	S	127	D	\$ 9.49	43,783	D
Common Stock	02/08/2012	S	8,010	D	\$ 9.5	35,773	D
Common Stock	02/08/2012	S	1,600	D	\$ 9.505	34,173	D
Common Stock	02/08/2012	S	900	D	\$ 9.51	33,273	D
Common Stock	02/08/2012	S	400	D	\$ 9.515	32,873	D
Common Stock	02/08/2012	S	1,033	D	\$ 9.52	31,840	D
Common Stock	02/08/2012	S	900	D	\$ 9.525	30,940	D
Common Stock	02/08/2012	S	100	D	\$ 9.529	30,840	D
Common Stock	02/06/2012	S	1,000	D	\$ 9.53	29,840	D
Common Stock	02/08/2012	S	1,100	D	\$ 9.545	28,740	D

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

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SEC 1474
(9-02)

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,	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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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4, and 5)

			Date	Expiration	Title	Amount or Number of Shares
Code	V	(A)	Exercisable	Date		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN MERRILL W 160 WASHINGTON STREET BROOKLINE, MA 02447		X		

Signatures

Merrill W. Sherman by Michael W. McCurdy POA	02/09/2012
<u> </u> 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.
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