

CANER GEORGE C JR  
 Form 4/A  
 February 16, 2010

**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 \*  
 CANER GEORGE C JR

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)  
 160 WASHINGTON ST  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/24/2009

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

BROOKLINE, MA 02447-0469  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/24/2009

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common stock                    | 11/24/2009                           |  | G                              |   | 44,225 (1)<br>\$ 0  | D  |                                   |
| Common stock                    | 11/24/2009                           |  | G                              |   | 44,225 (1)<br>\$ 0  | I  | Irrevocable Trust of Spouse       |
| Common stock                    | 12/10/2009                           |  | S                              |   | 11,000<br>\$ 9.748  | I  | Irrevocable Trust of Spouse       |

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

SEC 1474 (9-02)

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 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. Pri Deriv Secur (Instr |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                     | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |                           |                            |
| Stock option                               | \$ 15.02   |                                      |  |                                |   | 01/02/2005 12/19/2013                                    | Common stock  | 25,000                    |                            |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CANER GEORGE C JR<br>160 WASHINGTON ST<br>BROOKLINE, MA 02447-0469 |               | X         |         |       |

## Signatures

Paul R. Bechet, Power of Attorney  
02/16/2010  
\*\*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 a Form 4 filed on December 24, 2009, it was reported that George C. Caner, Jr. voluntarily transferred 45,225 shares on November 24, 2009 as a gift to the Judith B. Caner 1991 Revocable Trust. The filing should have stated that 44,225 shares were transferred.

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.