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BANCORP RHODE ISLAND INC  
Form S-8  
August 17, 2004

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BANCORP RHODE ISLAND, INC.

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(Exact name of registrant as specified in its charter)

Rhode Island

05-0509802

-----  
(State or other jurisdiction  
of incorporation or organization)

-----  
(I.R.S. Employer Identification No.)

One Turks Head Place, Providence, Rhode Island

02903

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

2002 Equity Incentive Plan

-----  
(Full title of the plans)

Merrill W. Sherman, President  
Bancorp Rhode Island, Inc.  
One Turks Head Place  
Providence, RI 02903

-----  
(Name and address of agent for service)

(401) 456-5000

-----  
(Telephone number, including area code, of agent for service)

Copy to:

Margaret D. Farrell, Esq.  
Hinckley, Allen & Snyder LLP  
1500 Fleet Center  
Providence, Rhode Island 02903  
(401) 274-2000