

BROOKLINE BANCORP INC

Form 4

November 22, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROSE M ROBERT**

(Last) (First) (Middle)

**131 CLARENDON STREET**

(Street)

**BOSTON, MA 02117**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BROOKLINE BANCORP INC**  
**[BRKL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/18/2016**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Credit Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/18/2016                              |                                                             | M                                    | V Amount (A) or (D) Price<br>12,500 A \$ 11.84                          | 37,709                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/18/2016                              |                                                             | S                                    | 10,525 D \$ 14.92                                                       | 27,184                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/18/2016                              |                                                             | G                                    | 1,975 D \$ 0                                                            | 25,209 <sup>(1)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 11/18/2016                              |                                                             | G                                    | 1,975 A \$ 0                                                            | 22,743                                                                                                             | I                                                                    | By M.<br>Robert<br>Rose<br>Trust                                  |
|                                       |                                         |                                                             |                                      |                                                                         | 2,212                                                                                                              | I                                                                    | By ESOP                                                           |

Common  
StockCommon  
Stock

6,875

I

By IRA

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration Date                            | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 11.84                                                           | 11/18/2016                              |                                                             | M                                    | 12,500                                                                                                       | 08/03/2010 <sup>(2)</sup> 08/03/2019                           | Common<br>Stock 12,500                                              |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships                    |
|-----------------------------------------------------------|----------------------------------|
|                                                           | Director 10% Owner Officer Other |
| ROSE M ROBERT<br>131 CLARENDON STREET<br>BOSTON, MA 02117 | Chief Credit Officer             |

## Signatures

M. Robert Rose, by Marissa S. Frerk,  
POA 11/22/2016

\*\*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 granted pursuant to the 2014 Brookline Bancorp, Inc. Equity Incentive Plan.

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- (2) The option, representing a right to purchase a total of 25,000 shares, became exercisable in two equal annual installments beginning on August 3, 2009.

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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