BROOKLINE BANCORP INC

Form 5

Stock

February 13, 2015

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Doyle John J Jr Symbol **BROOKLINE BANCORP INC** (Check all applicable) [BRKL] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2014 131 CLARENDON STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BOSTON, Â MA Â 02117 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if Acquired (A) or Form: Direct Indirect Security Transaction Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) (D) Price Amount Common 2,500 12/06/2014 Â Â G D \$0 $2,500^{(2)}$ D (1) Stock By Marilyn Common 2,500 Â 12/06/2014 \$0 A 9,600 Ι Α Stock (3) Dovle Trust Â Â Â Â Â Â Common 2,400 Bv

Kathryn Doyle

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Trust

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

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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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | 7. Titl Amou Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | |
|---|---|---|---|--|-------------|------------|---|----------------|---|--|
| | | | | 4, and 5) | | | | | | |
| | | | | | Date | Expiration | | Amount or | | |
| | | | | | Exercisable | Date | Title | Number of | | |
| | | | | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Doyle John J Jr 131 CLARENDON STREET BOSTON, MA 02117 | ÂX | Â | Â | Â | | |

Signatures

John J. Doyle, Jr., by Marissa S. Frerk, POA 02/13/2015

**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) The shares gifted by the reporting person were gifted to a trust for which the reporting person is a Trustee.
- (2) Includes shares of restricted stock granted pursuant to the 2014 Brookline Bancorp, Inc. Equity Incentive Plan.
- (3) These shares were previously reported as directly beneficially owned, but were gifted to the trust for which the reporting person is a Trustee.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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