

CANER GEORGE C JR
Form 4/A
December 24, 2009

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

OMB
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(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

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/11/2009

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

(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 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)
Common stock	11/24/2009		G	V 45,225 (1)	D \$ 0	22,000 (2)	D
Common stock	11/24/2009		G	45,225 (1)	A \$ 0	45,225	I
Common stock	12/10/2009		S	11,000	D \$ 9,748	34,225	I
							Irrevocable Trust of Spouse (1)
							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)

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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)	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. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options	\$ 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 160 WASHINGTON ST BROOKLINE, MA 02447-0469		X		

Signatures

Paul R. Bechet, Power of Attorney
12/24/2009

__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 November 24, 2009, George C. Caner, Jr. voluntarily transferred 45,225 as a gift to the Judith B. Caner 1991 Irrevocable Trust. Judith Caner was the spouse of George Caner. George Caner is one of the two trustees of the Trust.

The amount of shares owned by George C. Caner, Jr. of 22,000 is one share less than the number of shares previously reported as owned
(2) before the transfer mentioned in footnote one. The one share difference resulted from treatment of a fractional share when an exchange occurred on July 9, 2002.

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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