PERRAULT PAUL A

Form 4

November 13, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

Form 5 obligations may continue.

See Instruction

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

See Instruction 30(h) of the Investment Company

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * PERRAULT PAUL A			2. Issuer Name and Ticker or Trading Symbol BROOKLINE BANCORP INC [BRKL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 131 CLAREN	(First) DON STRE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/08/2017	X Director 10% OwnerX Officer (give title Other (specify below) Chief Executive Officer		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
BOSTON, MA 02117				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) iomr Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/08/2017		M	72,512	A	\$9	421,122	D	
Common Stock	11/08/2017		M			\$ 10.71		D	
Common Stock	11/08/2017		S	103,255	D	\$ 14.69	370,200 (1)	D	
Common							3 173	т	By ESOP

3,473

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

By ESOP

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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 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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (right to buy)	\$9	11/08/2017		M	72,512	03/16/2009(2)	03/16/2019	Common Stock	72,512
Stock Option (right to buy)	\$ 10.71	11/08/2017		M	52,333	03/16/2010(3)	03/16/2020	Common Stock	52,333

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

PERRAULT PAUL A
131 CLARENDON STR

131 CLARENDON STREET X Chief Executive Officer

BOSTON, MA 02117

Signatures

Paul A. Perrault, By Marissa S. Frerk, POA 11/13/2017

**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.
- (2) The option, representing a right to purchase a total of 72,512 shares, became exercisable in two equal installments beginning on March 16, 2009.

Reporting Owners 2

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(3) The option, representing a right to purchase a total of 52,333 shares, became exercisable in two equal installments beginning on March 16, 2010.

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