

Meiklejohn Mark J.
Form 4/A
January 06, 2012

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 *
Meiklejohn Mark J.

2. Issuer Name **and** Ticker or Trading
Symbol

BANCORP RHODE ISLAND INC
[BARI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Lending Officer

P.O. BOX 1562

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/04/2012

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

KINGSTON, RI 02881

(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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	(A) or (D)	Price	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	12/30/2011		M	600	A	<u>(16)</u>	11,063	D	
Common Stock	12/30/2011		M	561	A	<u>(16)</u>	11,624	D	
Common Stock	12/30/2011		D	600	D	\$ 48.25	11,024	D	
Common Stock	12/30/2011		D	561	D	\$ 48.25	10,463	D	
Common Stock	01/01/2012		D	10,463	D	<u>(1)</u>	0	D	

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

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(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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 34.37	12/30/2011		D		8,500		02/21/2007	01/01/2012	Common Stock	8,500
Stock Option (right to buy)	\$ 34.89	12/30/2011		D		374		04/06/2007	01/01/2012	Common Stock	374
Stock Option (right to buy)	\$ 26.15	12/30/2011		D		11,584		08/12/2010	01/01/2012	Common Stock	11,584
Stock Option (right to buy)	\$ 25.86	12/30/2011		D		3,000		04/20/2011	01/01/2012	Common Stock	3,000
Stock Option (right to buy)	\$ 30.54	12/30/2011		D		1,329		12/22/2011	01/01/2012	Common Stock	1,329
Stock Option (right to buy)	\$ 34.89	12/30/2011		D		495		04/06/2007	01/01/2012	Common Stock	495
Stock Option (right to buy)	\$ 34.89	12/30/2011		D		331		04/06/2007	01/01/2012	Common Stock	331
Stock Option (right to buy)	\$ 43.45	12/30/2011		D		1,500		04/24/2008	01/01/2012	Common Stock	1,500
Stock Option (right to buy)	\$ 34.32	12/30/2011		D		3,000		12/18/2008	01/01/2012	Common Stock	3,000
Stock Option (right to buy)	\$ 34.32	12/30/2011		D		4,500		12/18/2008	01/01/2012	Common Stock	4,500
Stock Option (right to buy)	\$ 32.89	12/30/2011		D		1,120		04/22/2009	01/01/2012	Common Stock	1,120
Stock Option (right to buy)	\$ 32.89	12/30/2011		D		4,480		04/22/2009	01/01/2012	Common Stock	4,480
	\$ 30.54	12/30/2011		D		854		12/22/2011	01/01/2012		854

Stock Option (right to buy)							Common Stock	
Performance Share	(16)	12/30/2011	M	600	(16)	03/13/2013	Common Stock	60
Performance Share	(16)	12/30/2011	M	561	(16)	03/13/2014	Common Stock	56

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meiklejohn Mark J. P.O. BOX 1562 KINGSTON, RI 02881			Chief Lending Officer	

Signatures

Margaret D. Farrell (Attorney-in-fact for Mark J. Meiklejohn) 01/04/2012

__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) Disposed of pursuant to the Agreement and Plan of Merger, dated as of April 19, 2011 (the "Merger Agreement"), between Bancorp Rhode Island, Inc. ("BancorpRI") and Brookline Bancorp, Inc. ("Brookline"). Pursuant to the Merger Agreement, in exchange for such BancorpRI common stock the reporting person received 4,686 shares of Brookline common stock rounded down to the nearest whole share, having a market value of \$8.44 per share on 12/30/2011, for 7,150 shares of his BancorpRI common stock and cash in the amount of \$48.25 per share for the remaining 3,313 of his BancorpRI common stock, plus cash for any fractional share based on the average closing price of Brookline common stock for the ten consecutive days ending on December 23, 2011, for total consideration of \$438,129.52.
- (2) The option was cancelled in connection with the merger of BancorpRI with and into Brookline pursuant to the terms of the Merger Agreement.
- (3) The reporting person received \$117,980.00 as consideration for the cancellation.
- (4) The reporting person received \$4,996.64 as consideration for the cancellation.
- (5) The reporting person received \$256,006.40 as consideration for the cancellation.
- (6) The reporting person received \$67,170.00 as consideration for the cancellation.
- (7) The reporting person received \$23,536.59 as consideration for the cancellation.
- (8) The reporting person received \$6,613.20 as consideration for the cancellation.
- (9) The reporting person received \$4,422.16 as consideration for the cancellation.
- (10) The reporting person received \$7,200.00 as consideration for the cancellation.
- (11) The reporting person received \$41,790.00 as consideration for the cancellation.
- (12) The reporting person received \$62,685.00 as consideration for the cancellation.
- (13) The reporting person received \$17,203.20 as consideration for the cancellation.
- (14) The reporting person received \$68,812.80 as consideration for the cancellation.

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- (15) The reporting person received \$15,124.34 as consideration for the cancellation.
- Each Performance Share represented the contingent right to receive one share of BancorpRI common stock upon achieving certain performance goals. In connection with the Merger, each Performance Share was cancelled for cash in the amount of 48.25 per share, for total consideration of \$56,018.25.
- (16)

Remarks:

This amended report is being filed to correct the price of the securities disposed of in connection with the Merger and to clarify.

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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