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BROOKLINE BANCORP INC
Form 8-K
December 21, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 20, 2007

BROOKLINE BANCORP, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|---|--|
| Delaware ----- (State or Other Jurisdiction) of Incorporation) | 0-23695 ----- (Commission File No.) | 04-3402944 ----- (I.R.S. Employer Identification No.) |
|---|---|--|

| | |
|--|------------------------------|
| 160 Washington Street, Brookline, Massachusetts ----- (Address of Principal Executive Offices) | 02447 ----- (Zip Code) |
|--|------------------------------|

Registrant's telephone number, including area code: (617) 730-3500

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective December 20, 2007, the Board of Directors of Brookline Bancorp,

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Inc. (the "Registrant") approved an amendment to Article V. Section 1 of the Registrant's Bylaws providing that the Registrant's Board of Directors may provide by resolution or resolutions that some or all of any or all classes or series of the Registrant's stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Registrant.

Item 9.01. Financial Statements and Exhibits.

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits.

| Exhibit No. ----- | Exhibit ----- |
|----------------------|--|
| 3 | Text of Article V, Section 1 of Bylaws, as amended |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

BROOKLINE BANCORP, INC.

Date: December 21, 2007

By: /s/ Paul R. Bechet

Paul R. Bechet
Senior Vice President, Treasurer and
Chief Financial Officer