

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

FORM 4

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

OMB APPROVAL

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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

(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)
P.O. BOX 1562
(Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Lending Officer

KINGSTON, RI 02881
(City) (State) (Zip)

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

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

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)	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)
			Code	V	Amount or Price		
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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
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

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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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