

Simmons Linda
Form 4
April 22, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Simmons Linda

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)

6 VALLEY DRIVE

(Street)

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

04/20/2010

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

Chief Financial Officer

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
____ Form filed by More than One Reporting
Person

SOUTH DARTMOUTH, MA 02748

(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)	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	(A) or (D)	Price
Common Stock	04/20/2010		A		1,392	A	\$ 0 (1)
							4,595 (1)
Common Stock	04/20/2010		A		10,900	A	\$ 0 (3)
							15,495 (3)

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

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information contained in this form are not
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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Performance Shares	\$ 0 ⁽²⁾	04/20/2010		A	696	⁽²⁾ 04/20/2013	Common Stock	696
Stock Option (Right to purchase)	\$ 25.86	04/20/2010		A	3,000	04/20/2011 ⁽⁴⁾ 04/20/2017	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Simmons Linda 6 VALLEY DRIVE SOUTH DARTMOUTH, MA 02748	Chief Financial Officer

Signatures

Margaret D. Farrell (Attorney-in-fact for Linda H. Simmons) 04/22/2010

**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) Restricted stock award made to the reporting person under the registrant's 2002 Equity Incentive Plan which vests in three equal annual installments commencing on the one year anniversary of the date of grant.

(2) Each performance share represents a contingent right to receive one share of the registrant's common stock. The performance shares will vest on the third anniversary of the date of grant upon the registrant achieving earnings per share during the three year period from the date of grant through the third anniversary thereof at or above the 50th percentile level in a custom commercial bank index for banks in the Northeast with assets of \$500 million to \$5 billion.

(3) Restricted stock award to the reporting person made under the registrant's 2002 Equity Incentive Plan. The restricted shares will vest in full on the fifth anniversary of the date of grant subject to accelerated vesting if the price for the registrant's common stock reaches \$36.00 per share and remains at this level for 20 consecutive trading days.

(4) This option is exercisable in three equal annual installments commencing April 20, 2011.

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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